

BTS Group Holdings Public Company Limited
and its subsidiaries
Report and interim consolidated financial statements
for the three-month and six-month periods ended
30 September 2018

Independent Auditor's Report on Review of Interim Financial Information

To the Shareholders of BTS Group Holdings Public Company Limited

I have reviewed the accompanying consolidated statement of financial position of BTS Group Holdings Public Company Limited and its subsidiaries as at 30 September 2018, the related consolidated statements of comprehensive income for the three-month and six-month periods ended 30 September 2018, and the related consolidated statements of changes in shareholders' equity and cash flows for the six-month period then ended, as well as the condensed notes to the consolidated financial statements. I have also reviewed the separate financial information of BTS Group Holdings Public Company Limited for the same period. Management is responsible for the preparation and presentation of this interim financial information in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*. My responsibility is to express a conclusion on this interim financial information based on my review.

Scope of review

I conducted my review in accordance with Thai Standard on Review Engagements 2410, *Review of Interim Financial Information Performed by the Independent Auditor of the Entity*. A review of interim financial information consists of making inquiries, primarily of persons responsible for financial and accounting matters, and applying analytical and other review procedures. A review is substantially less in scope than an audit conducted in accordance with Thai Standards on Auditing and consequently does not enable me to obtain assurance that I would become aware of all significant matters that might be identified in an audit. Accordingly, I do not express an audit opinion.

Conclusion

Based on my review, nothing has come to my attention that causes me to believe that the accompanying interim financial information is not prepared, in all material respects, in accordance with Thai Accounting Standard 34 *Interim Financial Reporting*.

Emphasis of matters

I draw attention to the following matters:

- a) Note 7.2.3 to the interim financial statements regarding the acquisition of investment in a subsidiary (Co-Mass Company Limited) during the year ended 31 March 2018. During the first quarter of the current year, the subsidiary (buyer) completed the measurement of the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, and the measurement of related goodwill, and the Company restated the consolidated statement of financial position as at 31 March 2018, presented as comparative information, to reflect those fair values.
- b) Note 7.2.3 and 9.1.5 to the interim financial statements regarding the acquisitions of investments in subsidiaries (Trans.Ad Solution Company Limited and Roctec Technology Limited) and an associate (Kerry Express (Thailand) Limited) during the current quarter. The subsidiaries (buyers) are currently in process of measuring the fair value at the acquisition date of the identifiable assets acquired, liabilities assumed and the value of goodwill.
- c) Note 31.8.2 to the interim financial statements regarding litigation relating to the land that a jointly controlled entity purchased through an auction.

My conclusion is not modified in respect of these matters.

Waraporn Prapasirikul

Certified Public Accountant (Thailand) No. 4579

EY Office Limited

Bangkok: 14 November 2018

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of financial position

(Unit: Thousand Baht)

	<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		As at <u>30 September 2018</u> (Unaudited but reviewed)	As at <u>31 March 2018</u> (Restated)	As at <u>30 September 2018</u> (Unaudited but reviewed)	As at <u>31 March 2018</u> (Audited)
Assets					
Current assets					
Cash and cash equivalents		10,079,663	9,457,709	4,011,499	1,997,596
Current investments	3	9,044,454	5,671,560	859,479	834,012
Investments in derivative instruments	4	1,323,567	2,224,491	-	-
Bank account for advances from cardholders		478,179	442,549	-	-
Trade and other receivables	5	2,163,790	1,824,737	369,094	465,449
Unbilled receivables under agreements					
with government authorities		120,388	99,740	-	-
Accrued income		408,671	363,188	-	-
Short-term loans to related parties	2	-	-	-	-
Current portion of long-term loans to related parties	2	17,607	14,735	-	-
Real estate development costs	6	628,245	645,973	628,245	645,973
Advances to contractors		73,033	10,079	-	-
Prepaid expenses		233,070	164,931	9,860	10,741
Other current assets		572,062	370,323	9,396	17,158
Total current assets		25,142,729	21,290,015	5,887,573	3,970,929

The accompanying notes are an integral part of the interim financial statements.

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of financial position (continued)

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		30 September 2018	31 March 2018	30 September 2018	31 March 2018
		(Unaudited but reviewed)	(Restated)	(Unaudited but reviewed)	(Audited)
Non-current assets					
Restricted deposits		75,010	18,438	-	-
Cash deposited as collateral for debt settlement		-	50,561	-	50,561
Loans to related parties - net of current portion	2	9,741,288	9,550,286	9,922,100	9,784,497
Loans to a cooperative		71,000	71,000	-	-
Investments in subsidiaries	7	-	-	54,872,213	44,771,938
Investments in joint ventures	8	906,152	976,405	186,800	186,800
Investments in associates	9	28,624,406	23,030,566	35,232,599	35,226,597
Other long-term investments	10	12,618,430	15,948,377	7,526,117	7,838,351
Elevated train project costs		6,135,070	290,403	-	-
Project costs - media		2,078,046	2,138,659	-	-
Reusable spare parts		162,482	149,715	-	-
Land and projects awaiting development		134,366	134,366	-	-
Investment properties	11	701,217	680,985	594,265	601,908
Property, plant and equipment	12	5,272,582	5,124,140	3,488,435	3,421,178
Leasehold rights		5,351	5,549	5,351	5,549
Intangible assets	13	678,294	665,055	11,892	7,284
Advances to contractors and for acquisitions of assets	31.1 e), f), g)	8,832,286	10,705,465	308,491	321,465
Accrued income		1,019,776	862,037	-	-
Unbilled receivables under agreements with government authorities		14,314,627	7,640,947	-	-
Receivable, interest receivable and accrued income under purchase and installation of operating system agreement		5,614,309	3,760,565	-	-
Estimated amount by which costs of the acquisition of investment in a subsidiary exceed identifiable net assets of the acquirees	7.2.3	294,120	-	-	-
Goodwill		1,748,443	1,748,443	-	-
Prepaid expenses		1,020,890	910,879	-	-
Deferred tax assets		247,336	225,233	203,174	176,160
Other non-current assets		270,154	280,189	24,835	17,125
Total non-current assets		100,565,635	84,968,263	112,376,272	102,409,413
Total assets		125,708,364	106,258,278	118,263,845	106,380,342

The accompanying notes are an integral part of the interim financial statements.

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of financial position (continued)

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		30 September 2018	31 March 2018	30 September 2018	31 March 2018
		(Unaudited but reviewed)	(Restated)	(Unaudited but reviewed)	(Audited)
Liabilities and shareholders' equity					
Current liabilities					
Short-term loans from financial institutions	14	1,117,384	1,230,000	1,000,000	1,000,000
Bills of exchange payables	15	16,977,328	15,432,088	16,977,328	15,432,088
Trade and other payables	16	7,913,351	4,489,620	1,843,318	1,768,888
Advances received from cardholders		465,690	430,247	-	-
Short-term loans from related parties	2	3,500	3,500	16,530,500	16,534,500
Current portion of long-term loans	17	47,000	44,000	-	-
Unearned revenues		481,987	164,946	-	-
Fare box revenues awaiting transfer		85,883	77,788	-	-
Income tax payable		553,718	412,243	167,725	-
Short-term provisions	20	74,744	73,268	-	-
Advance received for construction		326,318	41,011	-	-
Other current liabilities		469,900	524,572	31,947	26,965
Total current liabilities		28,516,803	22,923,283	36,550,818	34,762,441
Non-current liabilities					
Unearned revenues		491,867	511,222	-	-
Long-term loans - net of current portion	17	1,465,000	1,489,000	-	-
Long-term debentures	18	38,464,930	28,973,781	16,480,377	6,991,270
Retention payable		207,578	175,874	15,092	10,854
Provision for transaction under equity method of investment in joint venture	8	477,392	374,354	-	-
Provision for long-term employee benefits	19	1,103,010	1,046,899	88,344	85,817
Long-term provisions	20	1,442,035	1,408,434	-	-
Deferred tax liabilities		2,432,629	2,443,908	454,172	454,172
Other non-current liabilities		754,735	547,859	39,339	44,177
Total non-current liabilities		46,839,176	36,971,331	17,077,324	7,586,290
Total liabilities		75,355,979	59,894,614	53,628,142	42,348,731

The accompanying notes are an integral part of the interim financial statements.

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of financial position (continued)

(Unit: Thousand Baht)

	Note	Consolidated financial statements		Separate financial statements	
		As at	As at	As at	As at
		30 September 2018	31 March 2018	30 September 2018	31 March 2018
		(Unaudited but reviewed)	(Restated)	(Unaudited but reviewed)	(Audited)
Shareholders' equity					
Share capital	21				
Registered					
18,169,008,544 ordinary shares of Baht 4 each					
(31 March 2018: 16,513,814,257 ordinary shares of Baht 4 each)		72,676,034	66,055,257	72,676,034	66,055,257
Issued and fully paid					
11,845,222,893 ordinary shares of Baht 4 each					
(31 March 2018: 11,940,368,954 ordinary shares of Baht 4 each)		47,380,891	47,761,476	47,380,891	47,761,476
Share premium	21	1,875,510	1,873,035	1,875,510	1,873,035
Deficit on business combination under common control		(3,371,978)	(3,371,978)	(3,501,303)	(3,610,099)
Deficit from the changes in the ownership interests in subsidiaries		(1,384,081)	(1,633,740)	-	-
Surplus on sales of warrants of the subsidiary		498,827	494,317	-	-
Treasury shares	21	-	(925,480)	-	(925,480)
Retained earnings					
Appropriated - statutory reserve		2,622,962	2,622,962	2,622,962	2,622,962
Appropriated - treasury share reserve	21	-	925,480	-	925,480
Unappropriated (deficit)		(10,166,749)	(9,416,392)	13,500,040	12,597,521
Other components of shareholders' equity		2,001,101	2,275,644	2,757,603	2,786,716
Equity attributable to owners of the Company		39,456,483	40,605,324	64,635,703	64,031,611
Non-controlling interest of the subsidiaries		10,895,902	5,758,340	-	-
Total shareholders' equity		50,352,385	46,363,664	64,635,703	64,031,611
Total liabilities and shareholders' equity		125,708,364	106,258,278	118,263,845	106,380,342
		-	-	-	-

The accompanying notes are an integral part of the interim financial statements.

Directors

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Statement of comprehensive income****For the three-month period ended 30 September 2018**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Profit or loss:					
Revenues					
Service income	23	1,594,124	1,506,063	74,963	37,656
Revenues from installation and construction services and train procurement service		13,712,666	580,893	-	-
Revenues from sales of real estate		14,261	14,002	14,261	14,002
Other income					
Dividend income		24,672	23,031	1,787,056	591,519
Interest income	24	480,996	312,089	125,798	165,275
Gain on sales and changes in value of investments		273,265	122,936	84,715	68,895
Gain on sales and change in status of investments		-	251,094	-	7,644
Others		113,209	79,835	69,765	62,821
Total revenues		16,213,193	2,889,943	2,156,558	947,812
Expenses					
Cost of services		825,373	660,465	44,165	38,432
Cost of installation and construction services and train procurement service		13,123,998	547,705	-	-
Cost of sales of real estate		10,872	10,682	10,872	10,682
Selling expenses		131,900	101,204	1,049	434
Administrative expenses		742,413	439,971	377,732	181,085
Total expenses		14,834,556	1,760,027	433,818	230,633
Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax					
		1,378,637	1,129,916	1,722,740	717,179
Share of loss from investments in joint ventures		(73,684)	(25,360)	-	-
Share of profit (loss) from investments in associates		182,408	(82,311)	-	-
Profit before finance cost and income tax		1,487,361	1,022,245	1,722,740	717,179
Finance cost		(397,739)	(317,831)	(285,368)	(197,612)
Profit before income tax		1,089,622	704,414	1,437,372	519,567
Income tax	25	(254,426)	(165,481)	47,777	(8,351)
Profit from continued operation for the period		835,196	538,933	1,485,149	511,216
Discontinued operation					
Profit from discontinued operation for the period	26	-	202,519	-	-
Profit for the period		835,196	741,452	1,485,149	511,216

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of comprehensive income (continued)

For the three-month period ended 30 September 2018

(Unit: Thousand Baht, except earnings per share expressed in Baht)

<u>Note</u>	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Other comprehensive income:				
<i>Other comprehensive income to be reclassified to profit or loss</i>				
<i>in subsequent periods:</i>				
Exchange differences on translation of financial statements in foreign currencies	(11,203)	(198)	-	-
Exchange differences on translation of financial statements in foreign currencies of associate	(39,472)	24,316	-	-
Effect of cash flow hedges - net of income tax	(337,056)	40,942	-	-
Gain on changes in value of available-for-sale investments - net of income tax	207,970	131,670	224,795	124,831
Share of gain on changes in value of available-for-sale investments of associate	139,250	294	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	(40,511)	197,024	224,795	124,831
Other comprehensive income for the period	(40,511)	197,024	224,795	124,831
Total comprehensive income for the period	794,685	938,476	1,709,944	636,047

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Statement of comprehensive income (continued)****For the three-month period ended 30 September 2018**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Profit attributable to:					
Equity holders of the Company					
Profit from continued operation		670,320	449,312	1,485,149	511,216
Profit from discontinued operation		-	203,596	-	-
		<u>670,320</u>	<u>652,908</u>	<u>1,485,149</u>	<u>511,216</u>
Non-controlling interests of the subsidiaries					
Profit from continued operation		164,876	89,621		
Loss from discontinued operation		-	(1,077)		
		<u>164,876</u>	<u>88,544</u>		
		<u>835,196</u>	<u>741,452</u>		
Total comprehensive income attributable to:					
Equity holders of the Company					
Profit from continued operation		697,763	645,122	1,709,944	636,047
Profit from discontinued operation		-	203,596	-	-
		<u>697,763</u>	<u>848,718</u>	<u>1,709,944</u>	<u>636,047</u>
Non-controlling interests of the subsidiaries					
Profit from continued operation		96,922	90,835		
Loss from discontinued operation		-	(1,077)		
		<u>96,922</u>	<u>89,758</u>		
		<u>794,685</u>	<u>938,476</u>		
Earnings per share					
	27				
Basic earnings per share					
Profit attributable to equity holders of the Company		<u>0.057</u>	<u>0.055</u>	<u>0.125</u>	<u>0.043</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		<u>0.057</u>	<u>0.055</u>	<u>0.125</u>	<u>0.043</u>
Earnings per share from continued operation					
	27				
Basic earnings per share					
Profit attributable to equity holders of the Company		<u>0.057</u>	<u>0.038</u>	<u>0.125</u>	<u>0.043</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		<u>0.057</u>	<u>0.038</u>	<u>0.125</u>	<u>0.043</u>

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Statement of comprehensive income****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	Consolidated financial statements		Separate financial statements	
		2018	2017	2018	2017
Profit or loss:					
Revenues					
Service income	23	3,221,064	2,938,983	147,670	74,801
Revenues from installation and construction services and train procurement service		14,705,351	1,822,817	-	-
Revenues from sales of real estate		23,261	19,004	23,261	19,004
Other income					
Dividend income		64,377	89,836	2,220,468	1,066,626
Interest income	24	923,418	620,227	275,365	334,024
Gain on sales and changes in value of investments		206,177	153,953	1,456,653	63,311
Gain on sales and change in status of investments		-	251,094	-	7,644
Others		218,003	168,687	126,220	148,836
Total revenues		19,361,651	6,064,601	4,249,637	1,714,246
Expenses					
Cost of services		1,484,708	1,312,843	87,781	76,605
Cost of installation and construction services and train procurement service		14,022,915	1,673,594	-	-
Cost of sales of real estate		17,728	14,370	17,728	14,370
Selling expenses		253,417	195,185	2,148	834
Administrative expenses		1,394,328	798,907	758,459	300,504
Total expenses		17,173,096	3,994,899	866,116	392,313
Profit before share of profit (loss) from investments in joint ventures and associates, finance cost and income tax					
		2,188,555	2,069,702	3,383,521	1,321,933
Share of loss from investments in joint ventures		(164,179)	(94,620)	-	-
Share of profit from investments in associates		384,369	85,518	-	-
Profit before finance cost and income tax		2,408,745	2,060,600	3,383,521	1,321,933
Finance cost		(712,846)	(611,728)	(518,980)	(377,267)
Profit before income tax		1,695,899	1,448,872	2,864,541	944,666
Income tax	25	(365,856)	(333,726)	(154,676)	(1,629)
Profit from continued operation for the period		1,330,043	1,115,146	2,709,865	943,037
Discontinued operation					
Profit from discontinued operation for the period	26	-	63,839	-	-
Profit for the period		1,330,043	1,178,985	2,709,865	943,037

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Statement of comprehensive income (continued)****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

Note	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Other comprehensive income:				
<i>Other comprehensive income to be reclassified to profit or loss in subsequent periods:</i>				
Exchange differences on translation of financial statements in foreign currencies	(10,808)	(182)	-	-
Exchange differences on translation of financial statements in foreign currencies of associate	(60,066)	78,563	-	-
Effect of cash flow hedges - net of income tax	(351,852)	264,666	-	-
Gain (loss) on changes in value of available-for-sale investments - net of income tax	(68,981)	245,268	(34,121)	213,153
Share of gain (loss) on changes in value of available-for-sale investments of associate	139,109	(55,788)	-	-
Other comprehensive income to be reclassified to profit or loss in subsequent periods - net of income tax	<u>(352,598)</u>	<u>532,527</u>	<u>(34,121)</u>	<u>213,153</u>
<i>Other comprehensive income not to be reclassified to profit or loss in subsequent periods</i>				
Actuarial loss - net of income tax	-	(3,794)	-	-
Other comprehensive income not to be reclassified to profit or loss in subsequent periods - net of income tax	<u>-</u>	<u>(3,794)</u>	<u>-</u>	<u>-</u>
Other comprehensive income for the period	<u>(352,598)</u>	<u>528,733</u>	<u>(34,121)</u>	<u>213,153</u>
Total comprehensive income for the period	<u>977,445</u>	<u>1,707,718</u>	<u>2,675,744</u>	<u>1,156,190</u>

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Statement of comprehensive income (continued)****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht, except earnings per share expressed in Baht)

	Note	<u>Consolidated financial statements</u>		<u>Separate financial statements</u>	
		<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Profit attributable to:					
Equity holders of the Company					
Profit from continued operation		1,056,989	986,572	2,709,865	943,037
Profit from discontinued operation		-	70,928	-	-
		<u>1,056,989</u>	<u>1,057,500</u>	<u>2,709,865</u>	<u>943,037</u>
Non-controlling interests of the subsidiaries					
Profit from continued operation		273,054	128,574		
Loss from discontinued operation		-	(7,089)		
		<u>273,054</u>	<u>121,485</u>		
		<u>1,330,043</u>	<u>1,178,985</u>		
Total comprehensive income attributable to:					
Equity holders of the Company					
Profit from continued operation		777,438	1,511,052	2,675,744	1,156,190
Profit from discontinued operation		-	70,928	-	-
		<u>777,438</u>	<u>1,581,980</u>	<u>2,675,744</u>	<u>1,156,190</u>
Non-controlling interests of the subsidiaries					
Profit from continued operation		200,007	132,827		
Loss from discontinued operation		-	(7,089)		
		<u>200,007</u>	<u>125,738</u>		
		<u>977,445</u>	<u>1,707,718</u>		
Earnings per share					
	27				
Basic earnings per share					
Profit attributable to equity holders of the Company		<u>0.089</u>	<u>0.089</u>	<u>0.229</u>	<u>0.080</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		<u>0.089</u>	<u>0.089</u>	<u>0.229</u>	<u>0.080</u>
Earnings per share from continued operation					
	27				
Basic earnings per share					
Profit attributable to equity holders of the Company		<u>0.089</u>	<u>0.083</u>	<u>0.229</u>	<u>0.080</u>
Diluted earnings per share					
Profit attributable to equity holders of the Company		<u>0.089</u>	<u>0.083</u>	<u>0.229</u>	<u>0.080</u>

The accompanying notes are an integral part of the interim financial statements.

BTS Group Holdings Public Company Limited and its subsidiaries
Statement of changes in shareholders' equity
For the six-month period ended 30 September 2018

(Unit: Thousand Baht)

	Consolidated financial statements																				
	Equity attributable to owners of the Company										Other components of equity										
	Issued and paid-up share capital	Share premium	Deficit on combination under common control	Surplus (deficit) from the change in the ownership interests in subsidiaries	Surplus on sales of warrants of the subsidiaries	Retained earnings			Other comprehensive income			Share premium on sales of company's subsidiaries	Capital reserve for share-based payment transaction	Total other components of shareholders' equity	Total equity attributable to the Company	Equity attributable to non-controlling interests of the subsidiaries	Total shareholders' equity				
						Treasury shares	Statutory reserve	Treasury share reserve	Revaluation surplus	Effect of cash flow hedges	Deficit on changes in value of investments							Surplus on debenture conversion			
share capital	premium	common control	in subsidiaries	of the subsidiaries	shares	reserve	reserve	Deficit	Translation adjustment	surplus on assets	cash flow hedges	value of investments	conversion	on consolidation	subsidaries	equity	the Company	the subsidiaries	equity		
Balance as at 1 April 2017	47,739,817	1,853,722	(3,371,978)	430,817	494,317	(925,480)	2,384,922	925,480	(9,495,196)	(210,648)	1,797,101	(167,303)	(698,767)	1,356,597	2,685	8,526	22,465	2,110,656	42,147,077	3,035,006	45,182,083
Profit for the period	-	-	-	-	-	-	-	-	1,057,500	-	-	-	-	-	-	-	-	-	1,057,500	121,485	1,178,985
Other comprehensive income for the period	-	-	-	-	-	-	-	-	(508)	78,381	-	257,943	188,664	-	-	-	-	524,988	524,480	4,253	528,733
Total comprehensive income for the period	-	-	-	-	-	-	-	-	1,056,992	78,381	-	257,943	188,664	-	-	-	-	524,988	1,581,980	125,738	1,707,718
Exercised warrants	21,659	19,313	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(13,844)	(13,844)	27,128	-	27,128
Purchases of investments in subsidiaries	-	-	-	(808,931)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(808,931)	(153,021)	(961,952)
Sale of investment in subsidiary without loss of control	-	-	-	356,574	2,636	-	-	-	-	-	-	-	-	-	-	-	-	-	359,210	145,487	504,697
Sale of investment in subsidiary with loss of control	-	-	-	(5,914)	-	-	-	-	5,914	-	-	-	-	-	-	-	-	-	-	(61,244)	(61,244)
Issuance of ordinary shares of subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	1,750,000	1,750,000
Decrease in non-controlling interests of the subsidiaries as a result of capital reduction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(15,516)	(15,516)
Increase in non-controlling interests of the subsidiaries from acquisition of investments in a subsidiary - restated	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	22,881	22,881
Increase in non-controlling interests of the subsidiaries from adjustment to liability under the loan agreement of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	29,222	29,222
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(116,726)	(116,726)
Dividend paid (Note 28)	-	-	-	-	-	-	-	-	(2,072,438)	-	-	-	-	-	-	-	-	-	(2,072,438)	-	(2,072,438)
Share-based payment transaction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	4,536	4,536	-	4,536
Balance as at 30 September 2017	47,761,476	1,873,035	(3,371,978)	(27,454)	496,953	(925,480)	2,384,922	925,480	(10,504,728)	(132,267)	1,797,101	90,640	(510,103)	1,356,597	2,685	8,526	13,157	2,626,336	41,238,562	4,761,827	46,000,389
Balance as at 31 March 2018 - as previously reported	47,761,476	1,873,035	(3,371,978)	(1,633,740)	494,317	(925,480)	2,622,962	925,480	(9,416,392)	(35,244)	1,816,688	(362,195)	(517,979)	1,356,597	-	17,777	2,275,644	40,605,324	5,749,763	46,355,087	
Fair value adjustment of assets acquired and liabilities assumed of subsidiaries (Note 7.2.3)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	8,577	8,577
Balance as at 31 March 2018 - as restated	47,761,476	1,873,035	(3,371,978)	(1,633,740)	494,317	(925,480)	2,622,962	925,480	(9,416,392)	(35,244)	1,816,688	(362,195)	(517,979)	1,356,597	-	17,777	2,275,644	40,605,324	5,758,340	46,363,664	
Profit for the period	-	-	-	-	-	-	-	-	1,056,989	-	-	-	-	-	-	-	-	-	1,056,989	273,054	1,330,043
Other comprehensive income for the period	-	-	-	-	-	-	-	-	(66,573)	-	(283,987)	71,009	-	-	-	-	-	(279,551)	(279,551)	(73,047)	(352,598)
Total comprehensive income for the period	-	-	-	-	-	-	-	-	1,056,989	(66,573)	(283,987)	71,009	-	-	-	-	-	(279,551)	777,438	200,007	977,445
Capital reduction from the treasury shares (Note 21)	(383,360)	-	-	-	-	925,480	-	(925,480)	383,360	-	-	-	-	-	-	-	-	-	-	-	-
Exercised warrants (Note 22)	2,775	2,475	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(1,774)	(1,774)	3,476	-	3,476
Purchases of investments in subsidiaries (Note 7.1.1, 7.2.1, 7.2.4 and 7.2.5)	-	-	-	(6,150,309)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(6,150,309)	(921,340)	(7,071,649)
Sale of investment in subsidiary (Note 7.2.1)	-	-	-	5,505,813	4,510	-	-	-	-	-	-	-	-	-	-	-	-	-	5,510,323	621,652	6,131,975
Acquisitions of investment in a subsidiary and issuance of additional ordinary shares of a subsidiary (Note 7.2.2)	-	-	-	(41,490)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(41,490)	653,530	612,040
Exercised warrants to purchase newly issued ordinary shares of subsidiary (Note 7.2.1)	-	-	-	467,125	-	-	-	-	-	-	-	-	-	-	-	-	-	-	467,125	2,705,562	3,172,687
Increase in non-controlling interests of the subsidiaries from acquisition of investments in subsidiaries of subsidiaries (Note 7.2.3 and 7.2.5)	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	59,907	59,907
Issuance of ordinary shares of subsidiaries (Note 7.1.2 and 7.2.1)	-	-	-	468,520	-	-	-	-	-	-	-	-	-	-	-	-	-	-	468,520	2,050,767	2,519,287
Increase in non-controlling interests of the subsidiaries from adjustment to liability under the loan agreement of a subsidiary	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,928	6,928
Dividend paid by subsidiaries to non-controlling interests of the subsidiaries	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	(239,451)	(239,451)
Dividend paid (Note 28)	-	-	-	-	-	-	-	-	(2,190,706)	-	-	-	-	-	-	-	-	-	(2,190,706)	-	(2,190,706)
Share-based payment transaction	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	-	6,782	6,782	6,782	-	6,782
Balance as at 30 September 2018	47,380,891	1,875,510	(3,371,978)	(1,384,081)	498,827	-	2,622,962	-	(10,166,749)	(101,817)	1,816,688	(646,182)	(446,970)	1,356,597	-	22,785	2,001,101	39,456,483	10,895,902	50,352,385	

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries

Statement of changes in shareholders' equity (continued)

For the six-month period ended 30 September 2018

(Unit: Thousand Baht)

	Separate financial statements													Total other components of shareholders' equity	Total shareholders' equity
							Other components of equity								
			Deficit on business combination under common control	Surplus from business restructuring under common control	Adjustment of asset value as a result of business restructuring under common control	Treasury shares	Retained earnings			Other comprehensive income		Capital reserve for share-based payment transaction			
	Issued and paid-up share capital	Share premium					Statutory reserve	Treasury share reserve	Unappropriated	Revaluation surplus on assets	Deficit on changes in value of investments	Surplus on debenture conversion			
Balance as at 1 April 2017	47,739,817	1,853,722	(3,657,784)	656,734	(479,140)	(925,480)	2,384,922	925,480	11,454,944	-	(624,438)	1,356,597	22,465	754,624	60,707,839
Profit for the period	-	-	-	-	-	-	-	-	943,037	-	-	-	-	-	943,037
Other comprehensive income for the period	-	-	-	-	-	-	-	-	-	-	213,153	-	-	213,153	213,153
Total comprehensive income for the period	-	-	-	-	-	-	-	-	943,037	-	213,153	-	-	213,153	1,156,190
Exercised warrants	21,659	19,313	-	-	-	-	-	-	-	-	-	-	(13,844)	(13,844)	27,128
Dividend paid (Note 28)	-	-	-	-	-	-	-	-	(2,072,438)	-	-	-	-	-	(2,072,438)
Share-based payment transaction	-	-	-	-	-	-	-	-	-	-	-	-	4,536	4,536	4,536
Balance as at 30 September 2017	47,761,476	1,873,035	(3,657,784)	656,734	(479,140)	(925,480)	2,384,922	925,480	10,325,543	-	(411,285)	1,356,597	13,157	958,469	59,823,255
Balance as at 1 April 2018	47,761,476	1,873,035	(3,610,099)	-	-	(925,480)	2,622,962	925,480	12,597,521	1,816,688	(404,346)	1,356,597	17,777	2,786,716	64,031,611
Profit for the period	-	-	-	-	-	-	-	-	2,709,865	-	-	-	-	-	2,709,865
Other comprehensive income for the period	-	-	-	-	-	-	-	-	-	-	(34,121)	-	-	(34,121)	(34,121)
Total comprehensive income for the period	-	-	-	-	-	-	-	-	2,709,865	-	(34,121)	-	-	(34,121)	2,675,744
Capital reduction from the treasury shares (Note 2)	(383,360)	-	-	-	-	925,480	-	(925,480)	383,360	-	-	-	-	-	-
Exercised warrants (Note 22)	2,775	2,475	-	-	-	-	-	-	-	-	-	-	(1,774)	(1,774)	3,476
Sales of shares and warrants in subsidiary without loss of control	-	-	108,796	-	-	-	-	-	-	-	-	-	-	-	108,796
Dividend paid (Note 28)	-	-	-	-	-	-	-	-	(2,190,706)	-	-	-	-	-	(2,190,706)
Share-based payment transaction	-	-	-	-	-	-	-	-	-	-	-	-	6,782	6,782	6,782
Balance as at 30 September 2018	47,380,891	1,875,510	(3,501,303)	-	-	-	2,622,962	-	13,500,040	1,816,688	(438,467)	1,356,597	22,785	2,757,603	64,635,703

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Cash flow statement****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Cash flows from operating activities				
Profit before tax from continued operation	1,695,899	1,448,872	2,864,541	944,666
Profit before tax from discontinued operation	-	70,564	-	-
Profit before tax	1,695,899	1,519,436	2,864,541	944,666
Adjustments to reconcile profit before tax to net cash provided by (paid from) operating activities:				
Depreciation and amortisation	385,872	376,451	45,788	41,670
Unrealised loss (gain) on exchange	(248,002)	37,086	97,016	44,244
Share of loss from investments in joint ventures	164,179	17,841	-	-
Share of profit from investments in associates	(384,369)	(88,662)	-	-
Unearned revenue recognition	(18,492)	(18,492)	-	-
Provision for long-term employee benefits	32,791	27,004	6,027	3,629
Allowance for doubtful debts (reversal)	(7,599)	(3,580)	436	143
Amortisation/allowance for impairment of asset	54,291	-	50,561	-
Gain on sales and changes in value of investments	(206,177)	(153,953)	(1,456,653)	(63,311)
Gain on sales and change in status of investments	-	(251,094)	-	(7,644)
Revenue from investments in foreign parties	(74,922)	(48,636)	(74,922)	(48,636)
Loss on provision	25,485	25,485	-	-
Loss (gain) on sales of assets	7,077	(1,764)	4,690	(153)
Dividend income	(64,377)	(89,836)	(2,220,468)	(1,066,626)
Share-based payment transaction	6,782	4,536	1,911	1,022
Interest income	(923,418)	(621,058)	(275,365)	(334,024)
Interest expenses	725,363	630,277	518,980	377,267
Profit (loss) from operating activities before changes in operating assets and liabilities	1,170,383	1,361,041	(437,458)	(107,753)

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Cash flow statement (continued)****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Decrease (increase) in operating assets				
Bank account for advance from cardholders	(35,630)	(24,665)	-	-
Trade and other receivables	17,051	921,740	(42,804)	169,537
Unbilled receivables under agreements with government authorities	(6,464,687)	(447,043)	-	-
Receivable and accrued income under purchase and installation of operating system agreement	(1,718,335)	(1,378,449)	-	-
Accrued income	(169,609)	(9,536)	-	-
Real estate development costs	17,728	14,370	17,728	14,370
Elevated train project costs	117,136	(60,360)	-	-
Advances to contractors and for acquisitions of assets	1,238,699	(3,061,268)	-	-
Other current assets	(289,781)	(54,241)	629	3,007
Other non-current assets	30,214	(160,097)	(1,155)	(1,211)
Increase (decrease) in operating liabilities				
Trade and other payables	1,420,010	(20,460)	50,611	(206,612)
Advance from cardholders	35,443	20,402	-	-
Advances received from construction service	285,308	6,243	-	-
Retention payable	31,704	6,616	4,238	(2,193)
Unearned revenues	(45,284)	20,099	-	-
Fare box revenues awaiting transfer	(3,884)	155,385	-	-
Provision for long-term employee benefits	(7,675)	(7,605)	(3,500)	(477)
Provisions	(37,950)	(29,927)	-	-
Other current liabilities	<u>47,287</u>	<u>(10,659)</u>	<u>363</u>	<u>(799)</u>
Cash used in operating activities	(4,361,872)	(2,758,414)	(411,348)	(132,131)
Cash paid for interest expenses	(515,055)	(434,331)	(136,110)	(9,659)
Cash received for interest income	62,905	62,877	-	-
Cash paid for corporate income tax	(534,238)	(457,423)	(4,238)	(5,059)
Cash return from corporate income tax	<u>8,220</u>	<u>6,351</u>	<u>-</u>	<u>-</u>
Net cash used in operating activities	<u>(5,340,040)</u>	<u>(3,580,940)</u>	<u>(551,696)</u>	<u>(146,849)</u>

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Cash flow statement (continued)****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Cash flows from investing activities				
Decrease (increase) in restricted deposits	(55,558)	3,999	-	-
Increase in short-term loans to related party	(20,000)	-	-	-
Cash received from short-term loans to related party	20,000	-	-	-
Increase in long-term loans to related parties	(197,087)	(1,502,554)	(137,603)	(1,790,370)
Cash received from long-term loans to related parties	3,213	1,272,371	-	1,441,775
Interest income	511,407	379,885	306,059	140,527
Dividend received	845,190	920,758	2,209,659	1,777,982
Cash paid for acquisitions of current and other long-term investments	(20,938,651)	(33,192,707)	(5,496,716)	(4,800,046)
Cash received from sales of current and other long-term investments	20,916,899	29,937,456	5,580,989	4,420,270
Cash paid for acquisitions of investments in derivative instruments	(79,141)	(1,589,374)	-	-
Cash received from sales of investments in derivative instruments	1,084,232	130,613	-	-
Net cash received from sales of investments in subsidiaries	-	191,117	6,419,974	561,907
Cash received from return of capital of subsidiary and associate	-	-	-	46,204
Net cash paid for purchases of investments in subsidiaries	(190,457)	(314,815)	(14,928,336)	(6,199,952)
Cash paid to settle payables from acquisitions of investments in subsidiaries and associates	(1,501)	-	(82,909)	-
Cash paid for purchases of investments in joint ventures	(5,000)	(181,800)	-	(181,800)
Cash paid for purchases of investments in associates	(5,065,802)	-	(6,002)	-
Cash received from investments in foreign parties	91,494	47,822	91,494	47,822
Decrease (increase) in advances to contractors and for purchases of assets	571,527	(3,143,834)	12,974	(141,962)
Cash paid for purchases of land and projects awaiting development	-	(510)	-	-
Increase in elevated train project costs	(4,297,250)	(43,253)	-	-
Cash paid for purchases of property, plant and equipment	(235,040)	(447,875)	(117,085)	(3,354)
Cash received from sales of equipment	1,245	7,392	127	153
Cash paid for purchases of investment properties	-	(18,775)	-	(128,232)
Cash paid for purchases of intangible assets	(85,038)	(27,243)	(1,318)	(494)
Net cash used in investing activities	(7,125,318)	(7,571,327)	(6,148,693)	(4,809,570)

The accompanying notes are an integral part of the interim financial statements.

(Unaudited but reviewed)

BTS Group Holdings Public Company Limited and its subsidiaries**Cash flow statement (continued)****For the six-month period ended 30 September 2018**

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	2018	2017	2018	2017
Cash flows from financing activities				
Increase in short-term loans from financial institutions	14,963,578	5,625,000	13,298,194	4,700,000
Cash paid for short-term loans from financial institutions	(15,076,194)	(4,748,000)	(13,298,194)	(3,700,000)
Increase in bills of exchange payables	24,721,892	34,567,744	24,721,892	34,567,744
Cash paid for bills of exchange payables	(23,310,000)	(29,380,000)	(23,310,000)	(29,380,000)
Cash paid for long-term loans from financial institutions	(21,000)	(25,104)	-	-
Increase in short-term loans from related parties	-	-	63,000	-
Cash paid for short-term loans from related parties	-	-	(67,000)	-
Cash paid for creditor per rehabilitation plan	-	(74,216)	-	(74,216)
Cash paid for expenses relating to borrowing	(91,162)	-	-	-
Cash received from exercised warrants	3,476	27,128	3,476	27,128
Cash paid for liabilities under finance lease agreement	(992)	(5,952)	-	-
Cash paid for debentures transaction cost	(11,854)	-	(11,854)	-
Increase in long-term debentures	9,500,000	-	9,500,000	-
Dividend paid	(2,184,983)	(2,066,299)	(2,184,983)	(2,066,299)
Dividend paid by subsidiaries to non-controlling interests of subsidiaries	(218,535)	(165,187)	-	-
Cash paid for purchases of investments in subsidiaries	(7,085,443)	(961,952)	-	-
Cash paid to payable of purchases of investments in subsidiaries	(81,408)	-	-	-
Cash received from sales of investment in subsidiaries	6,415,631	513,263	-	-
Cash received from sale of warrants of subsidiary	4,510	-	-	-
Cash received from non-controlling interests of subsidiaries for exercised warrants	3,172,687	1,803	-	-
Cash paid by subsidiaries to non-controlling interests of subsidiaries as a result of capital reduction	-	(15,516)	-	-
Cash received from non-controlling interests of subsidiaries for issuance of ordinary shares of subsidiaries	2,358,869	1,750,000	-	-
Proceeds from receivable from exercise of warrants of subsidiary	65,328	-	-	-
Net cash from financing activities	13,124,400	5,042,712	8,714,531	4,074,357
Decrease in translation adjustment	(2,854)	(182)	-	-
Net increase (decrease) in cash and cash equivalents	656,188	(6,109,737)	2,014,142	(882,062)
Effect of exchange rate for cash and cash equivalents	(34,234)	40,467	(239)	238
Cash and cash equivalents at beginning of the period	9,457,709	15,094,507	1,997,596	1,775,465
Cash and cash equivalents classified as assets held for sale at ending of the period	-	(75)	-	-
Cash and cash equivalents at end of the period	10,079,663	9,025,162	4,011,499	893,641
	-	-	-	-
Supplemental cash flow information				
Non-cash transactions				
Transfer deposit and rights of claim from acquisition of debts per rehabilitation	-	300,515	-	-
Payable of acquisition of equipment	30,214	64,817	43,966	-
Equipment acquired under finance lease agreement	6,410	3,950	-	-
Payable of acquisition of investments	128,012	64,824	88,012	64,824
Payable of acquisition of investments in derivative instruments	-	11,620	-	-
Receivable from sales of investments	6,631	804,505	6,631	228,932
Receivable from sales of investments in derivative instruments	48,382	-	-	-
Transfer liability under the loan agreement of non-controlling interests of a subsidiary to non- controlling interests of the subsidiary when loans were provided to the subsidiary	6,928	29,222	-	-

The accompanying notes are an integral part of the interim financial statements.

BTS Group Holdings Public Company Limited and its subsidiaries
Notes to interim consolidated financial statements
For the three-month and six-month periods ended 30 September 2018

1. General information

1.1 The Company's general information

BTS Group Holdings Public Company Limited (“the Company”) is a public company incorporated and domiciled in Thailand. Its major shareholder is the group of Keeree Kanjanapas. The Group is principally engaged in the mass transit business, property business, media business and service business. The registered office of the Company is at 21 Soi Choei Phuang, Viphavadi-Rangsit Road, Jompol, Jatujak, Bangkok.

1.2 Basis for preparation of interim financial statements

These interim financial statements are prepared in accordance with Thai Accounting Standard No. 34 Interim Financial Reporting, with the Company choosing to present condensed interim financial statements. However, the Company has presented the statements of financial position, comprehensive income, changes in shareholders' equity and cash flows in the same format as that used for the annual financial statements.

The interim financial statements are intended to provide information additional to that included in the latest annual financial statements. Accordingly, they focus on new activities, events and circumstances so as not to duplicate information previously reported. These interim financial statements should therefore be read in conjunction with the latest annual financial statements.

The interim financial statements in Thai language are the official statutory financial statements of the Company. The interim financial statements in English language have been translated from the Thai language financial statements.

1.3 Basis of consolidation

These consolidated interim financial statements include the financial statements of BTS Group Holdings Public Company Limited and its subsidiaries (“the Group”) and have been prepared on the same basis as that applied for the consolidated financial statements for the year ended 31 March 2018. However, during the period, there were changes in the composition of the Group, as follows:

- a) The Company established Turtle 23 Company Limited, as discussed in Note 7.1.3 to the interim financial statements.
- b) The acquisition of ordinary shares of new subsidiaries (Trans.Ad Solutions Company Limited and Roctec Technology Limited), as discussed in Note 7.2.3 to the interim financial statements.
- c) The change in status of Landy Development Company Limited from an associate to a subsidiary, as discussed in Note 7.2.5 to the interim financial statements.

1.4 New financial reporting standards

(a) Financial reporting standards that became effective in the current year

During the period, the Company and its subsidiaries have adopted the revised financial reporting standards and interpretations (revised 2017) which are effective for fiscal years beginning on or after 1 January 2018. These financial reporting standards were aimed at alignment with the corresponding International Financial Reporting Standards with most of the changes and clarifications directed towards disclosures in the notes to financial statements. The adoption of these financial reporting standards does not have any significant impact on the Company and its subsidiaries' financial statements.

(b) Financial reporting standards that will become effective in the future

The Federation of Accounting Professions issued the financial reporting standard TFRS 15 Revenue from Contracts with Customers, which is effective for fiscal years beginning on or after 1 January 2019 and a set of 5 standards related to financial instruments, which are effective for fiscal years beginning on or after 1 January 2020. Key principles of these standards are summarised below.

TFRS 15 Revenue from Contracts with Customers

TFRS 15 supersedes TAS 11 Construction Contracts and TAS 18 Revenue, together with related Interpretations. Entities are to apply this standard to all contracts with customers unless those contracts fall within the scope of other standards. The standard establishes a five-step model to account for revenue arising from contracts with customers, with revenue being recognised at an amount that reflects the consideration to which an entity expects to be entitled in exchange for transferring goods or services to a customer. The standard requires entities to exercise judgement, taking into consideration all of the relevant facts and circumstances when applying each step of the model.

The management of the Company and its subsidiaries is currently evaluating the impact of this standard to the financial statements in the year when it is adopted.

Thai Financial Reporting Standards related to financial instruments

The set of TFRSs related to financial instruments consists of five accounting standards and interpretations, as follows:

Financial reporting standards:

TFRS 9	Financial Instruments
TFRS 7	Financial Instruments: Disclosures

Accounting standard:

TAS 32	Financial Instruments: Presentation
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Financial Reporting Standard Interpretations:

TFRIC 16	Hedges of a Net Investment in a Foreign Operation
TFRIC 19	Extinguishing Financial Liabilities with Equity Instruments

These TFRSs related to financial instruments make stipulations relating to the classification of financial instruments and their measurement at fair value or amortised cost (taking into account the type of instrument, the characteristics of the contractual cash flows and the Company's business model), calculation of impairment using the expected credit loss method, and hedge accounting. These include stipulations regarding the presentation and disclosure of financial instruments. When the TFRSs related to financial instruments are effective, some accounting standards, interpretations and guidance which are currently effective will be cancelled.

The management of the Company and its subsidiaries is currently evaluating the impact of these standards to the financial statements in the year when they are adopted.

1.5 Significant accounting policies

The interim financial statements are prepared using the same accounting policies and methods of computation as were used for the financial statements for the year ended 31 March 2018.

(Unaudited but reviewed)

2. Related party transactions

During the period, the Company and its subsidiaries had significant business transactions with related parties. Such transactions, which are summarised below, arose in the ordinary course of business and were concluded on commercial terms and bases agreed upon between the Company and those related parties.

(Unit: Million Baht)

	For the three-month periods ended 30 September				Pricing policy
	Consolidated		Separate		
	financial statements	financial statements	financial statements	financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Interest income	-	-	2	154	At cost of funds plus margin
Management income	-	-	1	10	Contract price
Utility income	-	-	-	3	Contract price
Revenue from guarantee	-	-	12	13	Contract price
Rental income	-	-	-	15	Contract price
Management fee	-	-	-	5	Contract price
Rental expenses	-	-	-	3	Contract price
Interest expenses	-	-	112	113	At cost of funds plus margin
Purchases of fixed assets and investment properties	-	-	66	19	Contract price
<u>Transactions with jointly controlled entities and associates</u>					
Interest income	122	121	104	-	At cost of funds plus margin
Service income	19	58	-	-	Contract price
Revenue from installation	6	12	-	-	Contract price
Rental income	-	2	-	-	Contract price
Management fee	-	8	-	-	Contract price
Special business tax paid	20	15	-	-	Contract price
Other expenses	1	4	-	-	Contract price
Net fare box revenues transferred	1,265	1,198	-	-	Contract price

(Unaudited but reviewed)

(Unit: Million Baht)

	For the three-month periods ended 30 September				Pricing policy
	Consolidated		Separate		
	financial statements		financial statements		
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
<u>Transactions with related parties</u>					
Interest income	-	1	13	8	At cost of funds plus margin
Service income	22	-	-	-	Contract price
Rental income	2	-	2	1	Contract price
Revenue from construction services	249	28	-	-	Contract price
Cost of construction services	7,936	-	-	-	Contract price
Management fee	25	3	25	4	Contract price
Rental expenses	12	1	3	-	Contract price
Purchases of fixed assets	3	3	1	2	Contract price
Other expenses	16	8	4	1	Market price

(Unit: Million Baht)

	For the six-month periods ended 30 September				Pricing policy
	Consolidated		Separate		
	financial statements		financial statements		
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
<u>Transactions with subsidiaries</u>					
(Eliminated from the consolidated financial statements)					
Interest income	-	-	5	306	At cost of funds plus margin
Management income	-	-	2	22	Contract price
Utility income	-	-	-	6	Contract price
Revenue from guarantee	-	-	24	26	Contract price
Rental income	-	-	-	30	Contract price
Other income	-	-	6	-	Contract price
Management fee	-	-	-	14	Contract price
Rental expenses	-	-	-	6	Contract price
Interest expenses	-	-	224	224	At cost of funds plus margin
Purchases of fixed assets and investment properties	-	-	90	110	Contract price

(Unaudited but reviewed)

(Unit: Million Baht)

	For the six-month periods ended 30 September				Pricing policy
	Consolidated		Separate		
	financial statements	financial statements	financial statements	financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
<u>Transactions with jointly controlled entities and associates</u>					
Interest income	267	240	233	-	At cost of funds plus margin
Service income	96	93	-	-	Contract price
Revenue from installation	6	12	-	-	Contract price
Rental income	-	4	-	-	Contract price
Management fee	-	16	-	-	Contract price
Special business tax paid	32	26	-	-	Contract price
Other expenses	4	6	-	-	Contract price
Net fare box revenues transferred	2,417	2,342	-	-	Contract price
<u>Transactions with related parties</u>					
Interest income	-	2	26	16	At cost of funds plus margin
Service income	39	8	-	-	Contract price
Rental income	4	-	4	-	Contract price
Revenue from construction services	302	43	-	-	Contract price
Cost of construction services	7,936	-	-	-	Contract price
Management fee	50	5	50	7	Contract price
Rental expenses	23	1	7	-	Contract price
Purchase of fixed assets	6	6	1	2	Contract price
Other expenses	26	13	6	1	Market price

(Unaudited but reviewed)

As at 30 September 2018 and 31 March 2018, the balances of the accounts between the Company and those related parties are as follows:

	Consolidated		(Unit: Thousand Baht)	
	financial statements		Separate financial statements	
	30 September 2018	31 March 2018	30 September 2018	31 March 2018
		(Audited)		(Audited)
<u>Trade and other receivables - related parties (Note 5)</u>				
Subsidiary companies	-	-	41,832	20,166
Jointly controlled entities and associated companies	306,999	187,989	37,548	66,655
Related companies (associate as shareholder/ shareholders of related companies/co-director)	556,027	283,355	236,971	239,716
Total	<u>863,026</u>	<u>471,344</u>	<u>316,351</u>	<u>326,537</u>
<u>Accrued income - related parties</u>				
Jointly controlled entity and associated companies	653,165	616,629	-	-
Related companies (shareholders of subsidiary, jointly controlled entity and related company)	24,797	24,617	-	-
Total	<u>677,962</u>	<u>641,246</u>	<u>-</u>	<u>-</u>
<u>Prepaid expenses - related parties</u>				
Associated company	12,949	13,209	-	-
Related companies (shareholder of subsidiary, jointly controlled entity and related company)	2,988	6,354	-	-
Total	<u>15,937</u>	<u>19,563</u>	<u>-</u>	<u>-</u>
<u>Investments in debt securities - related parties</u>				
Jointly controlled entity	1,473,082	1,240,570	1,473,082	1,240,570
Related company (associated as shareholder)	559,693	559,691	-	-
Total	<u>2,032,775</u>	<u>1,800,261</u>	<u>1,473,082</u>	<u>1,240,570</u>
<u>Retention receivables - related parties</u>				
Related companies (associate as a shareholder/ co-director/shareholder of subsidiary)	50,147	44,666	-	-
Total	<u>50,147</u>	<u>44,666</u>	<u>-</u>	<u>-</u>
<u>Advances to contractors and for asset acquisitions - related parties</u>				
Subsidiary company	-	-	90,778	102,960
Related company (shareholder of subsidiaries)	5,066,094	5,915,668	-	-
Total	<u>5,066,094</u>	<u>5,915,668</u>	<u>90,778</u>	<u>102,960</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
<u>Trade and other payables - related parties (Note 16)</u>				
Subsidiary companies	-	-	1,340,946	1,117,701
Jointly controlled entities and associated companies	155,696	59,306	85	136
Related companies (associate as shareholder/ shareholder of related company)	3,357,891	23,735	56,574	9,592
Total	<u>3,513,587</u>	<u>83,041</u>	<u>1,397,605</u>	<u>1,127,429</u>
<u>Unearned revenues - related parties</u>				
Jointly controlled entity and associated companies	413,518	438,086	-	-
Related company (associate as shareholder)	75,159	44,856	-	-
Total	<u>488,677</u>	<u>482,942</u>	<u>-</u>	<u>-</u>
<u>Retention payable - related party</u>				
Subsidiary company	-	-	20,433	8,552
Total	<u>-</u>	<u>-</u>	<u>20,433</u>	<u>8,552</u>
<u>Provision - related party (Note 20)</u>				
Associated company	1,247,212	1,231,934	-	-
Total	<u>1,247,212</u>	<u>1,231,934</u>	<u>-</u>	<u>-</u>

Loans to related parties and loans from related parties

As at 30 September 2018 and 31 March 2018, the balances of loans between the Company and those related parties and the movements are as follows:

		(Unit: Thousand Baht)			
		Consolidated financial statements			
Short-term loans to related parties	Related by	Balance as at	Increase	Decrease	Balance as at
		31 March 2018	during the period	during the period	30 September 2018
Aero Media Group Co., Ltd.	Associated company	-	20,000	(20,000)	-
EGV Co., Ltd.	Related company	4,018	-	-	4,018
		4,018	20,000	(20,000)	4,018
Less: Allowance for doubtful debt		(4,018)	-	-	(4,018)
Net		<u>-</u>	<u>20,000</u>	<u>(20,000)</u>	<u>-</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

		Separate financial statements			
		Balance as at	Increase	Decrease	Balance as at
Short-term loan to related party	Related by	31 March 2018	during the period	during the period	30 September 2018
EGV Co., Ltd.	Related company	4,018	-	-	4,018
Less: Allowance for doubtful debt		(4,018)	-	-	(4,018)
Net		-	-	-	-

(Unit: Thousand Baht)

		Consolidated financial statements			
		Balance as at	Increase	Decrease	Balance as at
Long-term loans to related parties	Related by	31 March 2018	during the period	during the period	30 September 2018
ATS Rabbit Special Purpose Vehicle Co., Ltd.	Jointly controlled entity	71,157	12,917	-	84,074
Bayswater Co., Ltd.	Jointly controlled entity	4,451,000	132,000	-	4,583,000
U City Plc.	Associated company	5,024,000	-	-	5,024,000
Eyeballs Channel Sdn Bhd	Associated company	18,864	-	(3,213)	15,651
Demo Power (Thailand) Co., Ltd.	Associated company	-	52,170	-	52,170
		9,565,021	197,087	(3,213)	9,758,895
Less: Current portion		(14,735)			(17,607)
Net		9,550,286			9,741,288

(Unit: Thousand Baht)

		Separate financial statements			
		Balance as at	Increase	Decrease	Balance as at
Long-term loans to related parties	Related by	31 March 2018	during the period	during the period	30 September 2018
Yongsu Co., Ltd.	Subsidiary company	7,280	220	-	7,500
Kingkaew Assets Co., Ltd.	Subsidiary company	9,872	228	-	10,100
The Community One Co., Ltd.	Subsidiary company	112,975	2,025	-	115,000
The Community Two Co., Ltd.	Subsidiary company	179,370	3,130	-	182,500
Bayswater Co., Ltd.	Jointly controlled entity	4,451,000	132,000	-	4,583,000
U City Plc.	Associated company	5,024,000	-	-	5,024,000
Total		9,784,497	137,603	-	9,922,100

(Unaudited but reviewed)

(Unit: Thousand Baht)

		Consolidated financial statements			
Short-term loans from related party	Related by	Balance as at 31 March 2018	Increase during the period	Decrease during the period	Balance as at 30 September 2018
Inteltion Co., Ltd.	Shareholder of subsidiary company	3,500	-	-	3,500
Total		3,500	-	-	3,500

(Unit: Thousand Baht)

		Separate financial statements			
Short-term loans from related parties	Related by	Balance as at 31 March 2018	Increase during the period	Decrease during the period	Balance as at 30 September 2018
Bangkok Mass Transit System Plc.	Subsidiary company	16,500,000	-	-	16,500,000
Dnal Co., Ltd.	Subsidiary company	34,500	63,000	(67,000)	30,500
Total		16,534,500	63,000	(67,000)	16,530,500

Directors and managements' benefits

During the three-month and six-month periods ended 30 September 2018 and 2017, the Company and its subsidiaries had employee benefit expenses payable to their directors and managements as below.

(Unit: Million Baht)

	For the three-month periods ended 30 September			
	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits	135	126	45	44
Post-employment benefits	6	6	-	1
Share-based payment	2	1	1	-
Total	143	133	46	45

(Unit: Million Baht)

	For the six-month periods ended 30 September			
	Consolidated financial statements		Separate financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Short-term employee benefits	232	218	67	64
Post-employment benefits	12	12	2	2
Share-based payment	5	2	2	1
Total	249	232	71	67

Guarantee obligations with related parties

The Company has outstanding guarantee obligations with its related parties, as described in Note 31.7 c) and e) to the interim financial statements.

3. Current investments

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2018	31 March 2018	30 September 2018	31 March 2018
		(Audited)		(Audited)
Fixed deposits and certificates of deposits				
with maturity date due more than 3 months	382,290	421,210	-	38,335
Zero coupon of deposit with maturity				
date due less than 1 year	3,279,487	-	-	-
Held to maturity securities				
Foreign government and government agency bonds ⁽¹⁾	858,138	1,783,832	-	-
Domestic private debt securities	3,299,858	2,396,697	-	-
	4,157,996	4,180,529	-	-
Investments in trading securities				
Unit trust in fixed income funds	455,491	262,782	103,317	1,586
Unit trust in mixed fund	18,105	18,105	18,105	18,105
Domestic equity securities	639,286	772,817	639,286	772,817
Foreign equity security	-	16,666	-	16,666
Government bond	99,966	-	99,966	-
	1,212,848	1,070,370	860,674	809,174
Allowance for change in value	11,833	(549)	(1,195)	(13,497)
	1,224,681	1,069,821	859,479	795,677
Total	9,044,454	5,671,560	859,479	834,012

⁽¹⁾ Issued by foreign governments, government agencies or corporates owned by foreign governments and government agencies.

On 1 July 2018, the Company transferred investments in foreign marketable equity securities held in the trading portfolio to the available-for-sale portfolio. At the transfer date, the fair value and the original cost amounted to approximately Baht 31 million and Baht 49 million, respectively.

(Unaudited but reviewed)

The Company and its subsidiaries had sale and purchase transactions of investments in trading securities. The details were as follows:

(Unit: Million Baht)

For the three-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Purchases of investments	2,868	11,964	2,029	2,220
Sales of investments	2,939	11,734	1,998	1,873

(Unit: Million Baht)

For the six-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Purchases of investments	11,374	27,162	3,283	3,690
Sales of investments	11,183	26,106	3,183	3,350

The Company and its subsidiaries recognised gain (loss) on investments in trading securities in the profit or loss. The details were as follows:

(Unit: Million Baht)

For the three-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Gain on sales	4	41	3	8
Unrealised gain on change in value	47	69	47	65
Total	<u>51</u>	<u>110</u>	<u>50</u>	<u>73</u>

(Unit: Million Baht)

For the six-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Gain (loss) on sales	(44)	80	(48)	6
Unrealised gain on change in value	7	59	7	54
Total	<u>(37)</u>	<u>139</u>	<u>(41)</u>	<u>60</u>

(Unaudited but reviewed)

4. Investments in derivative instruments

(Unit: Thousand Baht)

	Consolidated financial statements	
	30 September 2018	31 March 2018
		(Audited)
Derivative instruments	1,115,980	1,858,542
Allowance for change in value	207,587	365,949
Total	1,323,567	2,224,491

The subsidiary had sale and purchase transactions of investments in derivative instruments. The details were as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	For the three-month periods		For the six-month periods	
	ended 30 September		ended 30 September	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Purchases of investments	-	721	79	1,601
Sales of investments	820	-	822	130

The subsidiary recognised gain (loss) on investments in derivative instruments in the profit or loss. The details were as follows:

(Unit: Million Baht)

	Consolidated financial statements			
	For the three-month periods		For the six-month periods	
	ended 30 September		ended 30 September	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Gain on sales	297	-	298	1
Unrealised gain (loss) on change in value	(149)	3	(159)	(5)
Total	148	3	139	(4)

(Unaudited but reviewed)

5. Trade and other receivables

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
<u>Trade receivables - related parties</u>				
Not yet due	287,805	63,411	498	-
Past due				
Up to 3 months	35,568	37,630	1,736	5,484
3 - 6 months	93,900	2,995	161	-
6 - 12 months	41	-	-	-
Total trade receivables - related parties	417,314	104,036	2,395	5,484
<u>Trade receivables - unrelated parties</u>				
Not yet due	678,975	779,325	181	-
Past due				
Up to 3 months	242,290	175,563	816	13,923
3 - 6 months	58,954	27,539	13,279	11,625
6 - 12 months	26,243	1,579	-	-
Over 12 months	64,372	60,987	-	-
Total	1,070,834	1,044,993	14,276	25,548
Less: Allowance for doubtful debts	(60,699)	(72,239)	(7,434)	(6,798)
Net	1,010,135	972,754	6,842	18,750
Cheques awaiting deposit	341	454	-	-
Total trade receivables - unrelated parties - net	1,010,476	973,208	6,842	18,750
Total trade receivables - net	1,427,790	1,077,244	9,237	24,234
<u>Other receivables</u>				
Interest receivables - related parties	38,456	68,157	40,933	70,820
Interest receivables	77,021	87,077	4,725	5,534
Dividend receivables - related parties	32,115	28,813	13,435	-
Dividend receivables	-	2,716	-	2,625
Other receivables - related parties	375,141	270,338	259,588	250,233
Other receivables	158,254	242,228	34,545	76,687
Receivables from sales of investments	55,013	48,164	6,631	35,316
Total other receivables	736,000	747,493	359,857	441,215
Total trade and other receivables - net	2,163,790	1,824,737	369,094	465,449

(Unaudited but reviewed)

6. Real estate development costs

	(Unit: Thousand Baht)
	Consolidated and separate financial statements
Balance as at 1 April 2018	645,973
Recognised in cost of sales of real estate	(17,728)
Balance as at 30 September 2018	<u>628,245</u>

7. Investments in subsidiaries

Details of investments in subsidiaries as presented in separate financial statements were as follows:

Company's name	Paid-up capital		Percentage owned		Cost		Dividend income during the six-month periods ended	
	30 September	31 March	30 September	31 March	30 September	31 March	30 September	
	2018	2018	2018	2018	2018	2018	2018	2017
		(Audited)		(Audited)		(Audited)		
Bangkok Mass Transit System Plc. ("BTSC")	4,016,783	4,016,783	97.48	97.46	29,944,373	29,937,253	1,253,035	156,594
VGI Global Media Plc. (45.04% held by BTSC (31 March 2018: 48.53%))	855,668	720,433	25.79	24.98	14,608,289	9,997,720	106,843	35,896
Master Ad Plc. (31.65% held by VGI (31 March 2018: 30.38%))	412,668	343,891	18.09	18.09	1,529,064	1,280,274	24,630	6,815
Unicorn Enterprise Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
RB Services Co., Ltd.	295,000	295,000	100	100	295,000	295,000	-	-
Dnal Co., Ltd.	12,500	12,500	100	100	41,600	41,600	-	-
Yongsu Co., Ltd.	234,000	234,000	100	100	6,900	6,900	-	16,296
Kingkaew Assets Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
The Community One Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
The Community Two Co., Ltd.	10,000	10,000	100	100	10,000	10,000	-	-
HHT Construction Co., Ltd.	25,000	25,000	51	51	51,000	51,000	12,138	-
Northern Bangkok Monorail Co., Ltd.	7,800,000	4,500,000	75	75	5,850,000	3,375,000	-	-
Eastern Bangkok Monorail Co., Ltd.	7,800,000	4,500,000	75	75	5,850,000	3,375,000	-	-
BTS Infrastructure Development Co., Ltd.	250	250	100	100	250	250	-	-
Turtle 23 Co., Ltd.	175,000	-	100	-	175,000	-	-	-
Total					58,391,476	48,399,997		
Less: Deficit on business combination under common control					(3,501,303)	(3,610,099)		
					54,890,173	44,789,898		
Less: Provision for loss on diminution in value					(17,960)	(17,960)		
Net					<u>54,872,213</u>	<u>44,771,938</u>		

7.1 Subsidiaries directly owned by the Company

7.1.1 Bangkok Mass Transit System Public Company Limited (“BTSC”)

During the period, the Company purchased 3.56 million ordinary shares of BTSC at price of Baht 2 per share for a total of approximately Baht 7 million, the Company’s shareholding in BTSC increased from 97.46% to 97.48%. The Company recorded the effects of the changes in its shareholding in BTSC amounting to Baht 1 million, under the heading of “Deficit from changes in the ownership interests in subsidiaries” under shareholders’ equity in the consolidated statements of financial position.

The 15,659,384,750 ordinary shares of BTSC, representing 97.46% of all issued shares of BTSC, (excluding the ordinary shares of VGI Global Media Public Company Limited held by BTSC, and benefits and rights which are not related to the net revenue of the Core BTS Sky Train System) have been pledged with BTS Rail Mass Transit Growth Infrastructure Fund to secure its obligations under the Sponsor Support and Guarantee Agreement.

7.1.2 Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited

On 19 July 2018, the Annual General Meetings of shareholders of each subsidiary passed resolutions to approve increases in their registered capital, from their existing registered capital of Baht 5,500 million to Baht 14,400 million, whereby each is to issue 89,000,000 new ordinary shares with a par value of Baht 100 each, and to approve the allocation of the newly issued shares to the existing shareholders of each subsidiary in proportion to their shareholdings. Each subsidiary called up registered capital as follows:

- a) Payment of 50% of the par value of the existing shares, amounting to Baht 1,000 million, as a result of which their existing capital will be fully paid.
- b) Payment of 25.84% of the par value of the new shares, amounting to Baht 2,300 million.

The Company made payment of the share capital totaling Baht 4,950 million in July 2018.

Subsequently, on 18 September 2018 and 25 October 2018, the Board of Directors Meetings of Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited passed resolutions to call for payments of additional share capital of Baht 4,000 million and 4,200 million, respectively. The Company made the payments of the additional share capital totaling Baht 6,150 million in October and November 2018.

The Company pledged share certificates of Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited, as collateral against credit facilities granted by financial institutions.

7.1.3 Turtle 23 Company Limited

On 10 July 2018, the Company established Turtle 23 Company Limited to engage in investment in securities of other companies and/or invest in food and beverage businesses, including restaurant and other related businesses, with a registered share capital of Baht 350 million (3,500,000 ordinary shares with a par value of Baht 100 each) (50% of the capital was called up), in which the Company holds 100% interest.

Subsequently, on 5 October 2018, Turtle 23 Company Limited established 10 new subsidiaries, in which the subsidiary holds 100% interest, to engage in the management of food and beverage businesses. The details are as follows:

	<u>Registered share capital</u>
Turtle 1 Company Limited	Baht 20 million
Turtle 2 Company Limited	Baht 20 million
Turtle 3 Company Limited	Baht 20 million
Turtle 4 Company Limited	Baht 1 million
Turtle 5 Company Limited	Baht 1 million
Turtle 6 Company Limited	Baht 1 million
Turtle 7 Company Limited	Baht 1 million
Turtle 8 Company Limited	Baht 1 million
Turtle 9 Company Limited	Baht 1 million
Turtle 10 Company Limited	Baht 1 million

7.2 Subsidiaries indirectly owned by the Company

7.2.1 VGI Global Media Public Company Limited (“VGI” or “a subsidiary”) (Held by the Company and BTSC)

Purchase transactions of investment in the subsidiary

The Company and BTSC purchased 856 million ordinary shares of the subsidiary at prices of Baht 6.95 - 8.50 per share and 393 million warrants at prices of Baht 0.39 - 0.53 per warrant. The accounting records are detailed below.

	(Unit: Thousand Baht)
	Consolidated
	<u>financial statement</u>
Cash paid for purchases of investment in subsidiary	6,863,329
Less: Non-controlling interests of subsidiary adjusted	(781,298)
Deficit from the change in the ownership interests in subsidiary	<u>6,082,031</u>

(Unaudited but reviewed)

Sale transactions of investment in the subsidiary

The Company sold 866 million ordinary shares of the subsidiary at prices of Baht 7.30 - 7.60 per share. The accounting records are detailed below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Cash received from sales of ordinary shares	6,415,631	6,415,631
Less: Cost of investments in subsidiary	-	(4,974,802)
	<hr/> 6,415,631	<hr/> 1,440,829
Less: Related tax on consolidated financial statements	(288,166)	-
	<hr/> 6,127,465	<hr/> 1,440,829
Less: Non-controlling interests of subsidiary	(621,652)	-
	<hr/> 5,505,813	<hr/> 1,440,829
Surplus from the changes in the ownership interests in subsidiary / Gain on sales of investment in subsidiary	<hr/> <hr/> 5,505,813	<hr/> <hr/> 1,440,829

The Company sold 13 million warrants at prices of Baht 0.33 - 0.35 per warrant for a total of approximately Baht 4 million. The Company recorded the effect under the heading of "Surplus on sales of warrants of the subsidiary" under shareholders' equity in the consolidated statements of financial position.

Warrants

During the period, the VGI-W1 warrant holders exercised warrants to acquire 1,221 million ordinary shares with a par value of Baht 0.1 each, at an exercise price of Baht 7 per share. The Company and BTSC then submitted applications to exercise warrants to purchase 768 million newly issued ordinary shares of VGI with a par value of Baht 0.1 each, at an exercise price of Baht 7 per share. The accounting records are detailed below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Cash to be received from exercise of warrants to purchase the newly issued ordinary shares of subsidiary	<hr/> 8,550,053
Less: Cash paid of the Company and BTSC for exercise of warrants to purchase the newly issued ordinary shares of subsidiary	(5,377,366)
	<hr/> 3,172,687
Less: Non-controlling interests of subsidiary adjusted	(2,705,562)
	<hr/> 467,125
Surplus from the change in the ownership interests in a subsidiary	<hr/> <hr/> 467,125

(Unaudited but reviewed)

Moreover, on 5 July 2018, the Annual General Meeting of VGI's shareholders passed a resolution to issue up to 1,808,296,751 warrants to purchase newly issued ordinary shares of VGI (VGI-W2), to be allocated to the existing shareholders of VGI on a pro rata basis (rights offering), at no cost. Details are as follows:

Issuance date	11 September 2018
Number of warrants granted	1,711,334,815 warrants
Allocation ratio	1 warrant to 5 existing ordinary shares
Term of warrants	4 years from the issuance date
Exercisable date for the first time	The last business day of the first quarter after the issuance date
Exercise ratio	1 warrant per 1 ordinary share
Exercise price	Baht 10 per share

Issuance and allocation of additional ordinary shares

As discussed in Note 9.1.5 to the interim financial statements, on 20 July 2018 (the acquisition date), VGI acquired ordinary shares of Kerry Express (Thailand) Limited ("Kerry"), from its existing shareholders. The purchase price was paid in cash of Baht 5,016 million and the issue and offer of 122 million additional ordinary shares of VGI with a par value of Baht 0.1 each, at a price of Baht 7.15 per share to the existing shareholders of Kerry. The accounting records are detailed below.

	(Unit: Thousand Baht)
	Consolidated
	<u>financial statements</u>
Issuance of ordinary shares of subsidiary to purchase investment	869,287
Less: Non-controlling interests of subsidiary adjusted	<u>(400,767)</u>
Surplus from changes in ownership interests in subsidiary	<u>468,520</u>

As a result of purchases and sales of ordinary shares and warrants, exercise of warrants, and issuance of additional ordinary shares, the Company's shareholding in VGI increased from 24.98% to 25.79% (shareholding of BTSC decreased from 48.53% to 45.04%).

BTSC pledged all ordinary shares of VGI with the Company, in accordance with an agreement related to the Net Revenue Purchase and Transfer Agreement.

7.2.2 Master Ad Public Company Limited (“MACO”) (held by the Company and VGI)Warrants

On 18 July 2018, the Extraordinary General Meeting of MACO’s shareholders passed the following significant resolutions to issue up to 1,376 million warrants to purchase newly issued ordinary shares of MACO (MACO-W2), to be allocated to the existing shareholders of MACO on a pro rata basis (rights offering), at no cost. Details are as follows:

Allocation ratio	1 newly issued shares to 2 warrants
Term of warrants	3 years from the issuance date (30 August 2018)
Exercisable date for the first time	The last business day of the first quarter after the completion of a period of 2 years from the warrant issuance date
Exercise ratio	1 warrant per 1 ordinary share
Exercise price	Baht 2.1 per share

Issuance and allocation of additional ordinary shares

In August 2018, VGI acquired a further 52.5 million ordinary shares of MACO through the Stock Exchange of Thailand for a total of Baht 97 million. In addition, MACO issued and allocated 688 million new ordinary shares, as well as 1,376 million MACO-W2 warrants, to the existing shareholders in proportion to their respective shareholding. The Company and VGI subscribed to the new ordinary share issue and received 333 million shares and 667 million warrants, respectively. As a result of the share acquisition and the increase in share capital, VGI’s shareholding in MACO increased from 30.38% to 31.65% of all issued shares of MACO (18.09% held by the Company). The accounting records are detailed below.

	(Unit: Thousand Baht)
	Consolidated financial statements
Net cash received from issuance and allocation of additional ordinary shares of subsidiary	708,870
Cash paid for purchases of investment in subsidiary	(96,830)
	612,040
Less: Non-controlling interests of subsidiary adjusted	(653,530)
Deficit from changes in ownership interests in subsidiary	(41,490)

7.2.3 Eye On Ads Company Limited (“Eye On Ads”) (held by MACO)Co-Mass Company Limited (“Co-Mass”)

In June 2017, Eye On Ads acquired 39,375 ordinary shares of Co-Mass from an existing shareholder for Baht 335 million. The investment represents 70% of all issued shares of Co-Mass.

During the first quarter of the current period, Eye On Ads completed the measurement of the fair value of the identifiable assets acquired and liabilities assumed at the acquisition date, and the measurement of related goodwill. The values of the assets and liabilities of Co-Mass at the acquisition date are summarised below.

	(Unit: Thousand Baht)	
	Fair value	Carrying value
Cash and cash equivalents	20,185	20,185
Trade and other receivables	17,237	17,237
Other current assets	17,304	17,304
Plant and equipment	42,913	42,913
Intangible assets	35,738	-
Other non-current assets	5,714	5,714
Trade and other payables	(16,384)	(16,384)
Other current liabilities	(4,993)	(4,993)
Deferred tax liabilities	(7,148)	-
Other non-current liabilities	(5,707)	(5,707)
Net assets of the subsidiary	104,859	76,269
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquiree	(31,458)	
Proportionate share of identifiable net assets of the acquiree	73,401	
Costs of the acquisition of investment in a subsidiary	335,000	
Less: Proportionate share of identifiable net assets of the acquiree	(73,401)	
Goodwill	261,599	

(Unaudited but reviewed)

The Company restated the consolidated statement of financial position as at 31 March 2018, presented as comparative information, to reflect the fair value of the identifiable assets acquired and liabilities assumed of Co-Mass as from the acquisition date. The amounts of the adjustments affecting the consolidated statement of financial position as at 31 March 2018 are summarised below.

	(Unit: Thousand Baht)
	<u>Increase (decrease)</u>
Estimated amount by which costs of the acquisition of investment	
in a subsidiary exceed identifiable net assets of the acquiree	(281,612)
Goodwill	261,599
Intangible assets	35,738
Deferred tax liabilities	7,148
Non-controlling interests of the subsidiary	8,577

Trans.Ad Solution Company Limited (“Trans.Ad”) and Roctec Technology Limited (“Roctec”)

On 5 July 2018, a meeting of the Board of Directors of MACO passed a resolution to approve the acquisition by Eye On Ads of ordinary shares of Trans.Ad, from its existing shareholders (“the Sellers”) and the acquisition of additional ordinary shares of Trans.Ad, totaling 400,464 ordinary shares, representing 81.65% of all issued shares after issuing additional ordinary shares. Trans.Ad is engaged in the provision of design and installation services for multimedia display systems, including media content controlling and managing systems, network system installation for online control and data collection and closed circuit television systems, as well as design and development of applications for indoor maps and Bluetooth transmission systems for advertising purposes. The share acquisitions were divided into 2 parts as follows.

- 1) The purchase of 210,000 ordinary shares, with payment of Baht 25 per share, or for a total of Baht 5.25 million, to be made to the Seller. The remaining unpaid share capital of Baht 75 per share, totaling Baht 15.75 million is to be paid to Trans.Ad.
- 2) The purchase of 190,464 additional ordinary shares at a total price of Baht 367 million.

In July 2018, Eye On Ads entered into a share purchase agreement, received 400,464 ordinary shares of Trans.Ad and made full payment for these shares.

Tran.Ad used the proceeds from payment for the shares by Eye On Ads to acquire 1,776,018 ordinary shares of Roctec from its existing shareholders (“the Sellers”), representing 89% of the total issued shares of Roctec, at a total price of up to HKD 89 million or approximately Baht 378 million. Roctec is a company incorporated under Hong Kong law, and engaged in the provision of system design and installation services through distribution, installation

(Unaudited but reviewed)

and maintenance of tools and equipment specifically related to controlling systems, network systems and display systems used across various industries. In addition, after the acquisition of Roctec's shares, Trans.Ad received 102,000 preferred shares of Winbliss Systems Limited ("Winbliss"), a subsidiary of Roctec, representing 51% of the total issued shares of Winbliss, from the Sellers.

Details of subsidiaries included in Trans.Ad's and Roctec's consolidated financial statements as at the acquisition date are as follows:

<u>Company's name</u>	<u>Nature of business</u>	<u>Country of incorporation</u>	<u>Percentage of shareholding (%)</u>
<u>Subsidiary directly owned by Trans.Ad</u>			
Trans.Ad Malaysia Sdn Bhd	System integration services	Malaysia	100
<u>Subsidiaries directly owned by Roctec</u>			
Parkway Technology Limited	Investment holding	Hong Kong	100
Winbliss Systems Limited *	Distribution software and computer related products including system development, installation and maintenance	Thailand	49
* 51% held by Trans.Ad and 49% held by Roctec			
<u>Subsidiary indirectly owned by Roctec</u>			
Held by Parkway Technology Limited			
Roctec Parkway (GuangZhou) Limited	System integration services	The People's Republic of China	100

In July 2018, Trans.Ad received 1,776,018 ordinary shares of Roctec and 102,000 preferred shares of Winbliss, and made full payment for these shares.

Eye On Ads is currently in the process of measuring the fair value at the acquisition date of the identifiable assets acquired, liabilities assumed and goodwill. The carrying value of the identifiable assets acquired and liabilities assumed of Trans.Ad Group at the acquisition date were summarised below.

(Unaudited but reviewed)

(Unit: Thousand Baht)

Cash and cash equivalents	200,386
Trade and other receivables	517,674
Inventories	53,285
Other current assets	53,156
Building and equipment	8,767
Other non-current assets	13,599
Trade and other payables	(357,160)
Unearned revenues	(361,461)
Other current liabilities	(6,354)
Provision for long-term employee benefits	(5,826)
Non-controlling interests of the subsidiaries	<u>(10,089)</u>
Net assets of the subsidiaries	105,977
Less: Non-controlling interests' proportionate share of identifiable net assets of the acquirees	<u>(19,447)</u>
Eye On Ads's proportionate share of identifiable net assets of the acquirees	<u>86,530</u>
Cash paid for purchases of investment in subsidiaries	388,000
Less: Eye On Ads's proportionate share of identifiable net assets of the acquirees	<u>(86,530)</u>
Estimated amount by which costs of the acquisition of investment in subsidiaries exceed identifiable net assets of the acquirees	<u>301,470 *</u>
Cash paid for purchases of investment in subsidiaries	388,000
Less: Cash and cash equivalents of the subsidiaries	<u>(200,386)</u>
Net cash paid for purchases of investment in subsidiaries	<u>187,614</u>

* As at 30 September 2018, the Company and its subsidiaries presented the estimated difference, a part of which was denominated in foreign currency, amounting to Baht 294 million in the consolidated statements of financial position (after translation adjustment based on the closing rate as at 30 September 2018).

Revenues and profit of Trans.Ad Group since the acquisition date, amounting to Baht 211 million and Baht 16 million, respectively, were included in the consolidated statements of comprehensive income for the three-month and six-month periods ended 30 September 2018.

7.2.4 Green Ad Company Limited (“Green Ad”) (held by MACO)

A meeting of MACO’s Board of Directors on 5 March 2018 and a meeting of MACO’s Executive Committee on 20 March 2018 passed resolutions to approve Green Ad’s acquisition of an additional 42,000 ordinary shares of Multi Sign Company Limited (“MTS”) from its existing shareholder (“the Seller”), which represents 30% of all issued shares of MTS. On 19 June 2018, Green Ad entered into a share purchase and sale agreement with the Seller whereby the total purchase price was to be not more than Baht 202.6 million, in accordance with the terms and conditions stipulated in the share purchase and sale agreement. The purchase price is divided into 2 parts as follows:

- 1) A preliminary purchase price of Baht 162.6 million to be paid on the date of the share purchase and sale agreement.
- 2) An additional purchase price of not more than Baht 40 million, which may be reduced depending on the conditions stipulated in the share purchase and sale agreement.

On 29 June 2018, Green Ad received all shares of MTS and paid Baht 162.6 million to the Seller. The balance of the purchase price is to be paid in accordance with the conditions stipulated in the share purchase and sale agreement and has been presented as “payable from acquisitions of investment” under the caption of “Trade and other payables” in the consolidated statement of financial position. The accounting records are detailed below.

	(Unit: Thousand Baht) Consolidated <u>financial statements</u>
Purchase price of investment in subsidiary	202,600
Less: Non-controlling interests of subsidiary	<u>(134,227)</u>
Deficit from the change in the ownership interests in subsidiary	<u><u>68,373</u></u>

7.2.5 Master and More Company Limited (“Master and More”) (held by MACO)Open Play Company Limited (“Open Play”)

A meeting of MACO’s Board of Directors on 11 May 2018 passed a resolution to approve Master and More’s acquisition of an additional 10,000 ordinary shares of Open Play from its existing shareholders (“the Sellers”), which represents 20% of all issued shares of Open Play. On 31 May 2018, Master and More entered into a share purchase and sale agreements with the Sellers whereby the total purchase price was to be Baht 39,000. Master and More received all of the shares on 31 May 2018 and made payment to the Sellers on 31 May 2018 and 18 June 2018. The accounting records are detailed below.

(Unaudited but reviewed)

	(Unit: Thousand Baht)
	Consolidated
	financial statement
Cash paid for investment in subsidiary	39
Add: Adjusted non-controlling interests of subsidiary	80
Deficit from the change in ownership interest in subsidiary	119

Landy Development Company Limited (“Landy”)

A meeting of MACO’s Board of Directors on 17 May 2018 passed a resolution to approve Master and More’s acquisition of 595,600 ordinary shares of Landy (an associate) from its existing shareholder (“the Seller”), which represents 14.89% of all issued shares of Landy. Following the acquisition of the shares, then together with the 1,954,800 shares of Landy held by MACO, the Group held 2,550,400 shares of Landy, representing 63.76% of all issued shares of Landy. On 26 June 2018, Master and More entered into a share purchase and sale agreement with the Seller, whereby the purchase price was Baht 25 million. Master and More received all of these shares and made payment to the Seller on 26 June 2018. As a result, the status of Landy changed from an associate to a subsidiary of the Group and it has to be included in the consolidated financial statements from 26 June 2018, which is the date on which the Group assumed control.

Management of its subsidiaries determined that the acquisition of the investment in the subsidiary was an asset acquisition. The Group therefore recorded the difference between the purchase price of Landy’s shares (Baht 66 million) and the carrying value of the Group’s proportionate share of the identifiable net assets of the acquiree (Baht 54 million), amounting to approximately Baht 12 million, as a part of land and building under investment properties and property, plant and equipment in the consolidated statement of financial position.

The carrying values (after adjustments) of the assets and liabilities of Landy at the acquisition date were as summarised below.

	(Unit: Thousand Baht)
Cash and cash equivalents	22,157
Trade and other receivables	667
Investment property	28,467
Property, plant and equipment	50,025
Other assets	91
Trade and other payables	(1,673)
Other liabilities	(3,585)
Net assets of the subsidiary	96,149
Less: Non-controlling interests’ proportionate share of net assets of the subsidiary	(30,371)
Proportionate share of net assets of the subsidiary	65,778

(Unaudited but reviewed)

(Unit: Thousand Baht)

Cash paid for investment in subsidiary	25,000
Less: Cash and cash equivalents of the subsidiary	(22,157)
Net cash paid for investment in subsidiary	<u>2,843</u>

7.2.6 VGI Global Media (Malaysia) Sdn Bhd (“VGM”) (held by VGI)

On 5 July 2018, the Annual General Meeting of VGI’s shareholders passed a resolution approving the sale of a 75% of all issued shares of VGM to MACO at a price of Baht 360 million. VGI is currently in the process of selling the shares.

On 2 October 2018, VGM increased its registered share capital by MYR 3 million from MYR 29 million (or equivalent to Baht 237 million) to MYR 32 million by issuing 3 million additional ordinary shares to VGI, with no change in its shareholding structure. VGI settled the payment of MYR 3 million for the new shares by offsetting it with short-term loans of Baht 24 million to VGM. VGM registered the increase in share capital in October 2018.

8. Investments in joint ventures

8.1 Details of investments in joint ventures

Investments in joint ventures were as follows:

(Unit: Thousand Baht)

Company’s name	Consolidated		Separated	
	financial statements		financial statements	
	Equity method		Cost method	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
Man Food Holdings Co., Ltd.	296,122	321,778	181,800	181,800
Bayswater Co., Ltd.	-	-	5,000	5,000
ATS Rabbit Special Purpose Vehicle Co., Ltd.	22	22	-	-
Rabbit-LINE Pay Co., Ltd.	596,498	650,693	-	-
The ICON VGI Co., Ltd.	228	234	-	-
Supremo Media Co., Ltd.	8,282	3,678	-	-
BV Media Ads Limited	5,000	-	-	-
Total	<u>906,152</u>	<u>976,405</u>	<u>186,800</u>	<u>186,800</u>

(Unaudited but reviewed)

Investments under equity method presented under “Provision for transaction under equity method of investment in joint venture” were detailed as follows:

(Unit: Thousand Baht)

Company's name	Consolidated financial statements	
	30 September 2018	31 March 2018
		(Audited)
Bayswater Co., Ltd.	477,392	374,354
Total	477,392	374,354

8.1.1 Man Food Holdings Company Limited (“MFH”)

As described in Note 16.1.1 to the financial statements for the year ended 31 March 2018, companies in restaurant business unit changed their status from subsidiaries to jointly controlled entities under MFH. During the current period, the Company has completed the process of measuring the fair value as at 31 July 2017 (the date changed to jointly controlled entities) of the assets and liabilities of MFH. The fair value and carrying value of the assets and liabilities of MFH at the date changed to jointly controlled entities were summarised below.

(Unit: Thousand Baht)

	Fair value	Carrying value
Cash and cash equivalents ⁽¹⁾	340,337	340,337
Trade and other receivables	11,498	11,498
Prepaid expenses	7,054	7,054
Other current assets	21,058	21,058
Property, plant and equipment	141,887	141,887
Intangible assets	434,476	3,836
Other non-current assets	14,222	14,222
Trade and other payables	(35,180)	(35,180)
Income tax payable	(2,223)	(2,223)
Other current liabilities	(2,552)	(2,552)
Provision for long-term employee benefits	(11,133)	(11,133)
Deferred tax liabilities	(85,040)	-
Non-controlling interest of the subsidiaries	(69,577)	(61,244)
Net asset value	764,827	427,560
Shareholding percentage (percent)	41.18	
Share of net assets	314,956	
Goodwill	14,044	
Fair value of investment in MFH	329,000	

⁽¹⁾ including cash amounting to Baht 329 million from capital increase of Bangkok Ranch Public Company Limited.

(Unaudited but reviewed)

8.1.2 BV Media Ads Limited (“BV”) (held by VGI)

On 19 July 2018, VGI and Bangkok Broadcasting & TV Company Limited (“BBTV”), a company engaged in television broadcasting services, established a joint investment to incorporate BV, to provide media and public relations services and management business, provide actors/actresses or celebrities to join marketing activities and utilise data obtained from online business for advertising purposes. VGI acquired 50,000 ordinary shares, representing 50% of all shares, of BV, at a price of Baht 5 million.

8.2 Dividend received

Dividend received from the joint ventures was as follows:

(Unit: Thousand Baht)

Company's name	For the three-month periods ended 30 September	
	Consolidated financial statements	
	2018	2017
ATS Rabbit Special Purpose Vehicle Co., Ltd.	8,649	5,914
Total	8,649	5,914

(Unit: Thousand Baht)

Company's name	For the six-month periods ended 30 September	
	Consolidated financial statements	
	2018	2017
BTS Sansiri Holding Three Ltd.	-	50,000
ATS Rabbit Special Purpose Vehicle Co., Ltd.	17,513	8,219
Total	17,513	58,219

(Unaudited but reviewed)

9. Investments in associates**9.1 Details of investments in associates**

Investments in associates were as follows:

Company's name	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	Equity method		Cost method	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
BTS Rail Mass Transit Growth Infrastructure Fund	11,346,256	11,638,840	20,468,619	20,468,619
U City Plc.	10,603,262	10,625,635	14,763,980	14,757,978
Aero Media Group Co., Ltd.	161,122	189,218	-	-
Demo Power (Thailand) Co., Ltd.	419,970	420,419	-	-
Groupwork Co., Ltd.	1,737	1,176	-	-
Kerry Express (Thailand) Limited	5,937,134	-	-	-
Puncak Berlian Sdn Bhd	109,225	111,491	-	-
Meru Utama Sdn Bhd	39,594	-	-	-
Landy Development Co., Ltd. (Note 7.2.5)	-	39,931	-	-
Eyeballs Channel Sdn Bhd	6,106	3,856	-	-
Total	28,624,406	23,030,566	35,232,599	35,226,597

9.1.1 BTS Rail Mass Transit Growth Infrastructure Fund ("BTSGIF") (held by the Company)

Investment in BTSGIF under equity/cost method was detailed below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	Equity method		Cost method	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
Cost	20,833,200	20,833,200	20,833,200	20,833,200
Add (less): Gain on sale of future net fare box revenues in proportion to the Company's investment	(6,748,791)	(6,748,791)	-	-
Adjustment under equity method	(2,794,828)	(2,483,282)	-	-
Accumulated share of profit	7,448,603	6,665,757	-	-
Accumulated dividend income	(7,027,347)	(6,263,463)	-	-
Accumulated return of capital	(364,581)	(364,581)	(364,581)	(364,581)
Net	11,346,256	11,638,840	20,468,619	20,468,619

9.1.2 U City Public Company Limited (“U City”) (held by the Company)

Investment in U City under equity/cost method was detailed below.

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	Equity method		Cost method	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
Cost	14,763,980	14,757,978	14,763,980	14,757,978
Less: Deferred gain on swap of investments in proportion to the Company's investment	(1,915,184)	(1,915,184)	-	-
Deferred gain on the entire business transfer of subsidiary	(1,235,485)	(1,235,485)	-	-
Adjustment under equity method	(37,525)	(131,749)	-	-
Accumulated share of loss	(897,268)	(695,626)	-	-
Accumulated share of other comprehensive income	(75,256)	(154,299)	-	-
Net	<u>10,603,262</u>	<u>10,625,635</u>	<u>14,763,980</u>	<u>14,757,978</u>

9.1.3 Puncak Berlian Sdn Bhd (“PBSB”) (held by VGI Global Media (Malaysia) Sdn Bhd (“VGM”))

VGM's management is currently in the process of determining the fair value of the assets and liabilities of PBSB at the acquisition date. Details were disclosed in Note 17.1.6 to the consolidated financial statements of the 2018 annual financial statements.

9.1.4 Meru Utama Sdn Bhd (“MUSB”) (held by VGI Global Media (Malaysia) Sdn Bhd (“VGM”))

On 25 May 2018, VGM received 276,100 ordinary shares of MUSB, representing 25.1% of all issued shares of MUSB, and paid MYR 5.5 million to the sellers in accordance with the conditions stipulated in the conditional share purchase and sale agreement dated 30 March 2018.

VGM's management is currently in the process of measuring the fair value and carrying value at the acquisition date of the assets and liabilities of MUSB.

9.1.5 Kerry Express (Thailand) Limited (“Kerry”) (held by VGI)

On 20 July 2018 (the acquisition date), VGI acquired 276,000 shares of Kerry from its existing shareholders at a price of Baht 5,901 million. This represents 23% of all shares of Kerry, which is a limited company incorporated in Thailand and principally engaged in the provision of domestic express delivery services in Thailand. The purchase price was settled through cash payments of Baht 5,016 million and the issue and offer of 122 million new ordinary shares of VGI with a par value of Baht 0.1 each to the existing shareholders of Kerry, as discussed in Note 7.2.1 to the interim financial statements. The closing price of VGI’s ordinary shares traded on the Stock Exchange of Thailand as at the acquisition date was Baht 7.15 per share and as a result, the value of the ordinary shares of VGI issued to the existing shareholders of Kerry as at the acquisition date was Baht 869 million.

VGI’s management made estimates of Kerry’s assets and liabilities as at 31 July 2018 and the acquisition date and determined that they were not significantly different. The values of the assets and liabilities of Kerry at the acquisition date were summarised below.

	(Unit: Thousand Baht)	
	Fair value	Carrying value
Cash and cash equivalents	744,503	744,503
Trade and other receivables	988,947	988,947
Inventories	53,221	53,221
Vehicles and equipment	1,220,560	1,220,560
Intangible assets	2,331,816	120,316
Other assets	113,058	113,058
Trade and other payables	(2,180,410)	(2,180,410)
Other current liabilities	(123,192)	(123,192)
Deferred tax liabilities	(442,300)	-
Other non-current liabilities	(15,633)	(15,633)
Net assets of the associate	2,690,570	921,370
Shareholding percentage (%)	23	
Share of net assets of the associate	618,831	
Estimated amount by which costs of the acquisition of investment in the associate exceed net assets of the associate	5,265,975	
Cost of the acquisition of investment in the associate *	5,884,806	
* Cash paid for purchase of investment in the associate	5,015,519	
Additional ordinary shares issued for purchase of investment in the associate	869,287	
Cost of the acquisition of investment in the associate	5,884,806	

(Unaudited but reviewed)

VGI is currently in the process of measuring the fair value at the acquisition date of the assets and liabilities of Kerry, and goodwill. This measurement is not yet completed.

9.2 Dividend received

Dividend received from the associate was as follows:

(Unit: Thousand Baht)

Company's name	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
BTS Rail Mass Transit Growth Infrastructure Fund	378,084	370,368	378,084	370,368
Total	378,084	370,368	378,084	370,368

(Unit: Thousand Baht)

Company's name	For the six-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	2018	2017	2018	2017
BTS Rail Mass Transit Growth Infrastructure Fund	763,884	769,671	763,884	769,671
Total	763,884	769,671	763,884	769,671

10. Other long-term investments

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
	(Audited)		(Audited)	
Certificate of deposit with maturity date due more than 1 year	-	3,248,722	-	-
Held-to-maturity securities				
Foreign government and government agency bonds ⁽¹⁾	2,457,589	2,029,260	-	-
Domestic private debt securities	3,252,703	3,040,605	1,523,082	1,290,570
	5,710,292	5,069,865	1,523,082	1,290,570

(Unaudited but reviewed)

(Unit: Thousand Baht)

	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
	(Audited)		(Audited)	
Investments in available for sale securities				
Domestic equity securities	2,411,081	3,278,532	2,356,141	3,090,261
Foreign equity securities	2,312,137	2,281,410	1,431,880	1,401,153
	4,723,218	5,559,942	3,788,021	4,491,414
Less: Allowance for change in value	(578,178)	(491,952)	(548,084)	(505,433)
Allowance for impairment	(657,237)	(657,237)	(657,237)	(657,237)
	3,487,803	4,410,753	2,582,700	3,328,744
Other investments				
Domestic equity securities	123,575	123,575	123,575	123,575
Foreign equity securities	3,300,551	3,099,253	3,300,551	3,099,253
	3,424,126	3,222,828	3,424,126	3,222,828
Less: Allowance for impairment	(3,791)	(3,791)	(3,791)	(3,791)
	3,420,335	3,219,037	3,420,335	3,219,037
Total	12,618,430	15,948,377	7,526,117	7,838,351

⁽¹⁾ Issued by foreign governments, government agencies or corporates owned by foreign governments and government agencies.

The Company and its subsidiaries sold available for sale investments and summarised gain on the sales in the profit or loss. The details were as follows:

(Unit: Million Baht)

	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Sales of investments	1,771	1,141	1,638	1,141
Gain on sales	56	8	35	8

(Unit: Million Baht)

	For the six-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Sales of investments	2,412	1,413	2,279	1,241
Gain on sales	80	19	59	15

(Unaudited but reviewed)

11. Investment properties

Movements of the investment property account during the six-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 1 April 2018	680,985	601,908
Increase as a result of change in status of investment from associate to subsidiary (Note 7.2.5)	28,467	-
Depreciation for the period	(8,235)	(7,643)
Net book value as at 30 September 2018	<u>701,217</u>	<u>594,265</u>

12. Property, plant and equipment

Movements of the property, plant and equipment account during the six-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 1 April 2018	5,124,140	3,421,178
Additions during the period - at cost	252,678	113,298
Increase from acquisition of subsidiary (Note 7.2.3)	8,767	-
Increase as a result of change in status of investment from associate to subsidiary (Note 7.2.5)	50,025	-
Disposal / write-off during the period - net book value of disposal / write-off date	(8,322)	(4,817)
Transfer in (out)	83,864	(3,841)
Depreciation for the period	(234,840)	(37,383)
Provision for impairment	(3,730)	-
Net book value as at 30 September 2018	<u>5,272,582</u>	<u>3,488,435</u>

The Company has mortgaged land and construction thereon with net book value in consolidated financial statements as at 30 September 2018 of Baht 3,161 million (31 March 2018: Baht 3,085 million) as collateral for guarantee facilities from a financial institution.

(Unaudited but reviewed)

13. Intangible assets

Movements of the intangible asset account during the six-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Net book value as at 31 March 2018 - Restated	665,055	7,284
Additions during the period - at cost	84,939	1,318
Disposal - net book value of disposal date	(18)	-
Increase from acquisition of subsidiary	182	-
Transfer in	5,284	3,841
Amortisation for the period	(77,148)	(551)
Net book value as at 30 September 2018	<u>678,294</u>	<u>11,892</u>

14. Short-term loans from financial institutions

Movements of the short-term loan from financial institution account during the six-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated	Separate
	financial statements	financial statements
Balance as at 1 April 2018	1,230,000	1,000,000
Add: Issuance of promissory notes	14,963,578	13,298,194
Less: Repayment	(15,076,194)	(13,298,194)
Balance as at 30 September 2018	<u>1,117,384</u>	<u>1,000,000</u>

The promissory notes are subject to interest at rates of 1.55 - 3.50% per annum (31 March 2018: 1.56% and 2.20% per annum) and due during December 2018 and February 2019 and at call.

Under the loan agreement, the Company has to comply with the conditions stipulated in the agreement.

(Unaudited but reviewed)

15. Bills of exchange payables

	(Unit: Thousand Baht)
	Consolidated and separate financial statements
Balance as at 1 April 2018	15,432,088
Add: Increase	24,840,000
Less: Repayment	(23,310,000)
Add: Amortisation of prepaid interest expenses	133,347
Less: Prepaid interest expenses	(118,107)
Balance as at 30 September 2018	<u>16,977,328</u>

Bills of exchange are subject to interest at rates tied to the market rate, not collateralised and mature during October 2018 to February 2019.

In October 2018 and up to 14 November 2018, the Company issued bills of exchange with a total value of Baht 9,580 million, and redeemed bills of exchange amounting to Baht 11,650 million.

16. Trade and other payables

	(Unit: Thousand Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September	31 March	30 September	31 March
	2018	2018	2018	2018
		(Audited)		(Audited)
Trade payables - related parties	3,296,257	4,515	-	-
Trade payables	1,812,931	1,884,068	2,933	2,707
Other payables - related parties	201,580	75,205	87,993	77,835
Deposit payable	-	15	-	-
Other payables	754,142	469,372	48,205	19,448
Payables from acquisitions of investments	128,012	368,978	88,012	309,821
Accrued interest expenses - related parties	-	-	1,272,529	1,048,280
Accrued interest expenses	372,204	343,987	82,649	58,422
Accrued expenses - related parties	15,750	3,321	37,083	1,314
Accrued expenses	822,458	850,673	90,768	123,637
Accrued costs of construction	126,401	128,337	-	-
Dividend payable	383,616	361,149	133,146	127,424
Total trade and other payables	<u>7,913,351</u>	<u>4,489,620</u>	<u>1,843,318</u>	<u>1,768,888</u>

(Unaudited but reviewed)

17. Long-term loans from financial institutions

	(Unit: Thousand Baht)	
	Consolidated financial statements	
	30 September 2018	31 March 2018
		(Audited)
Long-term loans	1,512,000	1,533,000
Less: Current portion	(47,000)	(44,000)
Long-term loans - net of current portion	<u>1,465,000</u>	<u>1,489,000</u>

Movement of the long-term loan account during the six-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)
	Consolidated
	financial statements
Balance as at 1 April 2018	1,533,000
Less: Repayment	(21,000)
Balance as at 30 September 2018	<u>1,512,000</u>

A subsidiary's loan is guaranteed by another subsidiary.

The loan agreements contain several covenants which, among other things, require the subsidiaries to maintain a certain interest bearing debt-to-equity ratio and debt service coverage ratio at the rate prescribed in the agreements, and maintain incurrence of additional indebtedness, the major shareholder structure and management structure, and the combined direct and indirect shareholdings in the subsidiaries of the Company, BTSC and individuals stipulated in the agreements.

In addition, under the conditions stipulated in the credit facility agreements of the subsidiaries, the subsidiaries have pledged their bank accounts amounting to Baht 737 million with a commercial bank to secure the subsidiaries' loan and transferred rights to debit or withdraw from the deposit accounts to make loan repayments and related financial fee payments to the bank.

In order to hedge the foreign exchange rate and interest rate risks associated with the long-term loans, the subsidiaries entered into the interest rate swap agreements and a cross currency and interest rate swap agreement with the commercial banks.

The details of the interest rate swap agreements as at 30 September 2018 were as follows:

(Unaudited but reviewed)

Contract date	Contractual maturity date	Notional amount	Contractual	
			Interest to pay	Interest to receive
21 March 2017	28 February 2022	Baht 700 million	Fixed rate specified in the agreement	6M THBFIX plus a certain margin specified in the agreement
27 February 2018 to 20 July 2018	31 December 2032 to 31 December 2034	Baht 40,500 million	Fixed rate specified in the agreements	6M THBFIX plus a certain margin specified in the agreements

As at 30 September 2018, the details of the cross currency and interest rate swap agreement were below.

Contract date	Contractual maturity date	Amount to pay		Amount to receive	
		Notional amount	Interest rate	Notional amount	Interest rate
21 March 2017	23 March 2022	Baht 700 million	Fixed rate specified in the agreement	Amount in foreign currency stipulated in the agreement	ZTIBOR plus a certain margin specified in the agreement

18. Long-term debentures

(Unit: Thousand Baht)

	Consolidated financial statements		Separate financial statements	
	30 September 2018	31 March 2018	30 September 2018	31 March 2018
		(Audited)		(Audited)
Debentures No. 1/2018#1	3,550,000	-	3,550,000	-
Debentures No. 1/2018#2	1,290,000	-	1,290,000	-
Debentures No. 1/2018#3	4,660,000	-	4,660,000	-
Debentures No. 1/2017#1	1,500,000	1,500,000	1,500,000	1,500,000
Debentures No. 1/2017#2	1,500,000	1,500,000	1,500,000	1,500,000
Debentures No. 1/2017#3	2,000,000	2,000,000	2,000,000	2,000,000
Debentures No. 1/2017#4	2,000,000	2,000,000	2,000,000	2,000,000
Debentures No. 1/2016#1	5,500,000	5,500,000	-	-
Debentures No. 1/2016#2	2,200,000	2,200,000	-	-
Debentures No. 1/2016#3	4,100,000	4,100,000	-	-
Debentures No. 1/2016#4	10,200,000	10,200,000	-	-
Total	38,500,000	29,000,000	16,500,000	7,000,000
Less: Issuing costs	(35,070)	(26,219)	(19,623)	(8,730)
Total long-term debentures - net of issuing costs	38,464,930	28,973,781	16,480,377	6,991,270

(Unaudited but reviewed)

Movements in the debenture account during the six-month period ended 30 September 2018 were summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 April 2018	28,973,781	6,991,270
Add: Issuance of debentures	9,500,000	9,500,000
Less: Deferred debentures issuing costs	(11,854)	(11,854)
Add: Amortisation of deferred debentures issuing costs	3,003	961
Balance as at 30 September 2018	38,464,930	16,480,377

On 7 September 2018, the Company issued and offered the debentures No. 1/2018, which were unsubordinated and unsecured in the total amount of Baht 9,500 million to institutional investors and high net worth investors with the details as follows.

Debentures	Unit	Unit par (Baht)	Total value	Term	Maturity Date	Coupon rate (% per annum)
Debentures No. 1/2018#1	3,550,000	1,000	Baht 3,550 million	2 years	7 September 2020	2.58
Debentures No. 1/2018#2	1,290,000	1,000	Baht 1,290 million	5 years	7 September 2023	3.25
Debentures No. 1/2018#3	4,660,000	1,000	Baht 4,660 million	10 years	7 September 2028	4.03

The debenture agreements contain several covenants which, among other things, require the Company and its subsidiary to maintain interest bearing debt-to-equity ratio at the rate prescribed in the agreements.

19. Provision for long-term employee benefits

Movements in the provision for long-term employee benefit account during the six-month period ended 30 September 2018 are summarised below.

	(Unit: Thousand Baht)	
	Consolidated financial statements	Separate financial statements
Balance as at 1 April 2018	1,046,899	85,817
Current service cost	42,123	4,704
Interest cost	15,936	1,323
Acquisition of subsidiary (Note 7.2.3)	5,826	-
Benefits paid during the period	(7,675)	(3,500)
Translation adjustment	(99)	-
Balance as at 30 September 2018	1,103,010	88,344

(Unaudited but reviewed)

During the three-month and six-month periods ended 30 September 2018, long-term employee benefits that can be claimed from BTS Rail Mass Transit Growth Infrastructure Fund in the future, in accordance with the bases and assumptions of the management, amounted to Baht 10 million and 25 million, respectively (2017: Baht 6 million and 16 million, respectively).

20. Provisions

Movements in provision account during the six-month period ended 30 September 2018 are summarised below.

(Unit: Thousand Baht)

	Consolidated financial statements		
	Special business tax	Major maintenance or restoration of elevated trains under service concession	Total
Balance as at 1 April 2018	1,231,934	249,769	1,481,703
Increase during the period	47,541	25,485	73,026
Decrease during the period	(32,263)	(5,687)	(37,950)
Balance as at 30 September 2018	1,247,212	269,567	1,516,779
As at 30 September 2018			
Current	74,744	-	74,744
Non-current	1,172,468	269,567	1,442,035
	1,247,212	269,567	1,516,779

21. Share capital / Share premium / Treasury shares / Appropriated retained earnings for treasury shares

On 24 February 2018, the resale period of the treasury shares under the share repurchase program ended, without the Company having sold any repurchased shares. Subsequently, on 26 March 2018, the Board of Directors of the Company resolved to approve the Company's reduction of paid-up capital by Baht 383,359,600, by writing off 95.8 million registered shares, with a par value of Baht 4 per share that had been repurchased and remained unsold under the share repurchase program for financial management purposes, resulting in a decrease in the registered share capital from Baht 66,055,257,028 to Baht 65,671,897,428. The Company also reversed appropriated retained earnings for treasury shares to unappropriated retained earnings. The Company registered the decrease in its registered and paid-up capital with the Ministry of Commerce on 4 April 2018.

Subsequently, on 23 July 2018, the Annual General Meeting of the shareholders of the Company passed the following significant resolutions:

- a) Decrease its registered share capital from Baht 65,671,897,428 to Baht 63,287,897,428 by cancellation of 596,000,000 unissued ordinary shares with a par value of Baht 4 each, which were reserved to accommodate the offer by private placement pursuant to the plan to increase the Company's registered capital under a general mandate, as approved by the 2017 Annual General Meeting of Shareholders held on 25 July 2017.
- b) Increase its registered share capital from Baht 63,287,897,428 to Baht 72,676,034,176 by issuing 2,347,034,187 ordinary shares with a par value of Baht 4 each, with no more than 1,755,034,187 shares to accommodate the exercise of the BTS-W4 Warrants and up to 592,000,000 ordinary shares to accommodate the offer of shares by private placement pursuant to the plan to increase of the Company's registered capital under a general mandate.
- c) Allocate additional ordinary shares as described in b).

The Company registered the decrease and increase in its registered capital with the Ministry of Commerce on 2 August 2018.

As at 30 September 2018, the Company's issued and fully paid share capital has decreased from Baht 47,761,475,816 (11,940,368,954 ordinary shares with a par value of Baht 4 each) to Baht 47,380,891,572 (11,845,222,893 ordinary shares with a par value of Baht 4 each) as a result of capital reduction from the treasury shares as mentioned above and the exercise of the warrants (BTS-WB) to ordinary shares amounting to Baht 2,775,356 (693,839 ordinary shares with a value of Baht 4 each), resulting in an increase in share premium by Baht 2,474,785 (including adjustment to transfer amounting to Baht 1,774,008 of capital reserve for share-based payment transaction to share premium) . The Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 14 June 2018.

22. Warrants

Warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WB)

In June 2018, the Company received subscription of Baht 5.01 per share to 693,839 of the additional ordinary shares arising from the exercise of the warrants to purchase new ordinary shares of the Company issued to the employees of the Company and its subsidiaries (BTS-WB) of 693,839 units, a total of Baht 3,476,133. The 200,000 unexercised warrants are expired.

Warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W4)

On 23 July 2018, the Annual General Meeting of the shareholders of the Company passed a resolution to issue the warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W4) in a ratio of 1 warrant for every 9 existing ordinary shares, without specifying the offer price. Details are as follows:

(Unaudited but reviewed)

Issuance date	30 November 2018
Number granted (Units)	1,755,034,187
Contractual lives	1 year from the issued date
Exercisable	Last business day of each quarter from the issued date
Exercise price per 1 ordinary share	10.50 Baht
Exercise ratio (warrant to ordinary share)	1:1

Warrants to purchase new ordinary shares of the Company issued to the Company's existing shareholders (BTS-W3)

In November 2018, the Company received subscription of Baht 12 per share to 22,769 of the additional ordinary shares arising from the exercise of the warrants to purchase new ordinary shares of the Company (BTS-WB) of 22,769 units, a total of Baht 273,228. The 3,944,528,695 unexercised warrants are expired.

The Company registered the corresponding increase in its paid-up capital with the Ministry of Commerce on 8 November 2018.

23. Service income

Details of service income are as follows:

	(Unit: Thousand Baht)			
	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Advertising income	712,476	719,181	-	-
Revenues from providing of train operation services	461,681	472,403	-	-
Revenues from servicing of spaces	120,868	149,063	4,311	18,620
Revenues from provision of golf course	55,048	41,244	55,048	-
Other service income	244,051	124,172	15,604	19,036
Total	<u>1,594,124</u>	<u>1,506,063</u>	<u>74,963</u>	<u>37,656</u>

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the six-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Advertising income	1,479,576	1,317,460	-	-
Revenues from providing of train operation services	923,261	957,866	-	-
Revenues from servicing of spaces	279,030	252,573	8,390	36,594
Revenues from provision of golf course	108,187	88,359	108,187	-
Other service income	431,010	322,725	31,093	38,207
Total	<u>3,221,064</u>	<u>2,938,983</u>	<u>147,670</u>	<u>74,801</u>

24. Interest income

Details of interest income are as follows:

(Unit: Thousand Baht)

For the three-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Interest income under concession agreement	168,288	60,736	-	-
Interest income under purchase and installation of operating system agreement	73,362	20,920	-	-
Interest income from financial institutions	117,731	108,628	5,891	3,021
Interest income from related parties	121,615	121,805	119,907	162,254
Total	<u>480,996</u>	<u>312,089</u>	<u>125,798</u>	<u>165,275</u>

(Unit: Thousand Baht)

For the six-month periods ended 30 September

	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Interest income under concession agreement	299,935	124,995	-	-
Interest income under finance lease agreement	-	13	-	-
Interest income under purchase and installation of operating system agreement	134,928	34,327	-	-
Interest income from financial institutions	221,802	219,043	10,486	11,381
Interest income from related parties	266,753	241,849	264,879	322,643
Total	<u>923,418</u>	<u>620,227</u>	<u>275,365</u>	<u>334,024</u>

(Unaudited but reviewed)

25. Income tax

Interim corporate income tax was calculated on profit before income tax for the period, using the estimated effective tax rate for the year.

Income tax for the three-month and six-month periods ended 30 September 2018 and 2017 are made up as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Current income tax:				
Interim corporate income tax charge	(193,318)	(205,730)	63,919	5
Current income tax recognised in shareholder's equity	(19,864)	9,567	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	(41,244)	30,682	(16,142)	(8,356)
Income tax benefits (expenses) reported in the statements of comprehensive income	(254,426)	(165,481)	47,777	(8,351)

(Unit: Thousand Baht)

	For the six-month periods ended 30 September			
	Consolidated		Separate	
	financial statements	financial statements	financial statements	financial statements
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Current income tax:				
Interim corporate income tax charge	(647,508)	(461,664)	(173,160)	-
Current income tax recognised in shareholder's equity	269,346	65,498	-	-
Deferred tax:				
Relating to origination and reversal of temporary differences	12,306	62,440	18,484	(1,629)
Income tax expenses reported in the statements of comprehensive income	(365,856)	(333,726)	(154,676)	(1,629)

(Unaudited but reviewed)

The amounts of income tax relating to each component of other comprehensive income for the three-month and six-month periods ended 30 September 2018 and 2017 are as follows:

(Unit: Thousand Baht)

	For the three-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Deferred tax relating to gain on changes in value of available-for-sale investments	51,993	32,918	56,199	31,207
Deferred tax relating to effect of cash flow hedges	(3,525)	-	-	-
Total	<u>48,468</u>	<u>32,918</u>	<u>56,199</u>	<u>31,207</u>

(Unit: Thousand Baht)

	For the six-month periods ended 30 September			
	Consolidated		Separate	
	financial statements		financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Deferred tax relating to gain (loss) on changes in value of available-for-sale investments	(17,245)	61,317	(8,530)	53,288
Deferred tax relating to effect of cash flow hedges	(3,525)	-	-	-
Deferred tax relating to actuarial loss	-	(949)	-	-
Total	<u>(20,770)</u>	<u>60,368</u>	<u>(8,530)</u>	<u>53,288</u>

(Unaudited but reviewed)

26. Discontinued operations

Discontinued operations for the three-month and six-month periods ended 30 September 2017 in consolidated financial statements are as follows:

(Unit: Thousand Baht)

For the three-month period ended 30 September 2017

	Restaurant businesses	Property businesses	Total
<u>Statements of comprehensive income</u>			
Revenues			
Service income	46,876	84,536	131,412
Other income	1,015	9,450	10,465
Total revenues	47,891	93,986	141,877
Expenses			
Cost of services	20,067	52,107	72,174
Selling expenses	8,344	1,516	9,860
Administrative expenses	15,715	30,159	45,874
Total expenses	44,126	83,782	127,908
Profit before share of profit from investments in joint ventures and associates and income tax from discontinued operations			
	3,765	10,204	13,969
Share of profit from investments in joint ventures	-	190,124	190,124
Share of profit from investments in associates	-	1,821	1,821
Profit before income tax from discontinued operations	3,765	202,149	205,914
Income tax	(89)	(3,306)	(3,395)
Profit for the period from discontinued operations	3,676	198,843	202,519

(Unaudited but reviewed)

(Unit: Thousand Baht)

For the six-month period ended 30 September 2017

	Restaurant businesses	Property businesses	Total
<u>Statements of comprehensive income</u>			
Revenues			
Service income	127,674	159,592	287,266
Other income	3,912	11,240	15,152
Total revenues	131,586	170,832	302,418
Expenses			
Cost of services	75,746	92,517	168,263
Selling expenses	33,195	3,067	36,262
Administrative expenses	43,073	64,179	107,252
Total expenses	152,014	159,763	311,777
Profit (loss) before share of profit from investments in joint ventures and associates and income tax from discontinued operations			
	(20,428)	11,069	(9,359)
Share of profit from investments in joint ventures	-	76,779	76,779
Share of profit from investments in associates	-	3,144	3,144
Profit (loss) before income tax from discontinued operations			
	(20,428)	90,992	70,564
Income tax	-	(6,725)	(6,725)
Profit (loss) for the period from discontinued operations			
	(20,428)	84,267	63,839

Significant cash flow information from the discontinued operations of property businesses for the six-month period ended 30 September 2017 are as follows:

(Unit: Thousand Baht)

Cash flows used in investing activities (298,705)

The Company did not present cash flows from the discontinued operations of restaurant businesses since they are not material to the consolidated financial statements.

Profit per share of the discontinued operation for the three-month and six-month periods ended 30 September 2017 amounted to Baht 0.017 per share and Baht 0.005 per share, respectively.

27. Basic earnings per share

Basic earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share is calculated by dividing profit for the period attributable to equity holders of the Company (excluding other comprehensive income) by the weighted average number of ordinary shares in issue during the period plus the weighted average number of ordinary shares which would need to be issued to convert all dilutive potential ordinary shares into ordinary shares. The calculation assumes that such conversion took place either at the beginning of the period or on the date the potential ordinary shares were issued.

Details of calculation of earnings per share for the three-month and six-month periods ended 30 September 2018 and 2017 are as below.

Consolidated financial statements						
For the three-month periods ended 30 September						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
Basic earnings per share						
Profit attributable to equity holders of the Company	670,320	652,908	11,845,223	11,844,529	<u>0.057</u>	<u>0.055</u>
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	-	373		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>670,320</u>	<u>652,908</u>	<u>11,845,223</u>	<u>11,844,902</u>	<u>0.057</u>	<u>0.055</u>

(Unaudited but reviewed)

Separate financial statements						
For the three-month periods ended 30 September						
		Weighted		Earnings per share		
Profit		average number of				
		ordinary shares				
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand	Thousand	Thousand	Thousand	Baht	Baht	
Baht	Baht	shares	shares			
Basic earnings per share						
Profit attributable to equity holders of the Company	1,485,149	511,216	11,845,223	11,844,529	<u>0.125</u>	<u>0.043</u>
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	-	373		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	1,485,149	511,216	11,845,223	11,844,902	<u>0.125</u>	<u>0.043</u>

Consolidated financial statements						
For the six-month periods ended 30 September						
		Weighted		Earnings per share		
Profit		average number of				
		ordinary shares				
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand	Thousand	Thousand	Thousand	Baht	Baht	
Baht	Baht	shares	shares			
Basic earnings per share						
Profit attributable to equity holders of the Company	1,056,989	1,057,500	11,844,954	11,841,866	<u>0.089</u>	<u>0.089</u>
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	318	1,470		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	1,056,989	1,057,500	11,845,272	11,843,336	<u>0.089</u>	<u>0.089</u>

(Unaudited but reviewed)

Separate financial statements						
For the six-month periods ended 30 September						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
Basic earnings per share						
Profit attributable to equity holders of the Company	2,709,865	943,037	11,844,954	11,841,866	0.229	0.080
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	318	1,470		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	2,709,865	943,037	11,845,272	11,843,336	0.229	0.080

Details of calculation of earnings per share from continued operation for the three-month and six-month periods ended 30 September 2018 and 2017 are as below.

Consolidated financial statements						
For the three-month periods ended 30 September						
Profit		Weighted average number of ordinary shares		Earnings per share		
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand Baht	Thousand Baht	Thousand shares	Thousand shares	Baht	Baht	
Basic earnings per share						
Profit attributable to equity holders of the Company	670,320	449,312	11,845,223	11,844,529	0.057	0.038
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	-	373		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	670,320	449,312	11,845,223	11,844,902	0.057	0.038

(Unaudited but reviewed)

Separate financial statements						
For the three-month periods ended 30 September						
Weighted						
average number of						
Profit		ordinary shares		Earnings per share		
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand	Thousand	Thousand	Thousand	Baht	Baht	
Baht	Baht	shares	shares			
Basic earnings per share						
Profit attributable to equity holders of the Company	1,485,149	511,216	11,845,223	11,844,529	<u>0.125</u>	<u>0.043</u>
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	-	373		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>1,485,149</u>	<u>511,216</u>	<u>11,845,223</u>	<u>11,844,902</u>	<u>0.125</u>	<u>0.043</u>

Consolidated financial statements						
For the six-month periods ended 30 September						
Weighted						
average number of						
Profit		ordinary shares		Earnings per share		
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand	Thousand	Thousand	Thousand	Baht	Baht	
Baht	Baht	shares	shares			
Basic earnings per share						
Profit attributable to equity holders of the Company	1,056,989	986,572	11,844,954	11,841,866	<u>0.089</u>	<u>0.083</u>
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	318	1,470		
Diluted earnings per share						
Profit of ordinary shareholders assuming the conversion of dilutive potential ordinary shares	<u>1,056,989</u>	<u>986,572</u>	<u>11,845,272</u>	<u>11,843,336</u>	<u>0.089</u>	<u>0.083</u>

(Unaudited but reviewed)

Separate financial statements						
For the six-month periods ended 30 September						
		Weighted		Earnings per share		
Profit		average number of				
		ordinary shares				
<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	
Thousand	Thousand	Thousand	Thousand	Baht	Baht	
Baht	Baht	shares	shares			
Basic earnings per share						
Profit attributable to equity holders of the Company	2,709,865	943,037	11,844,954	11,841,866	0.229	0.080
Effect of dilutive potential ordinary shares						
Warrants (BTS-WB)	-	-	318	1,470		
Diluted earnings per share						
Profit of ordinary shareholders assuming the						
conversion of dilutive potential ordinary shares	2,709,865	943,037	11,845,272	11,843,336	0.229	0.080

Exercise prices of the warrants to purchase the ordinary shares of the Company (BTS-W3, BTS-WC and BTS-WD) were higher than the average market price of the Company's shares for the three-month and six-month periods ended 30 September 2018 and 2017. Therefore, the Company has not assumed conversion of the warrants in the calculation of diluted earnings per share in the consolidated and separate financial statements for the three-month and six-month periods ended 30 September 2018 and 2017.

28. Dividends

<u>Dividends</u>	<u>Approved by</u>	<u>Total</u> <u>dividends</u> (Million Baht)	<u>Dividend per</u> <u>share</u> (Baht)
Final dividends for 2016/2017	Annual General Meeting of the shareholders on 25 July 2017	2,073	0.175
Total for the six-month period ended 30 September 2017		2,073	
Final dividends for 2017/2018	Annual General Meeting of the shareholders on 23 July 2018	2,191	0.185
Total for the six-month period ended 30 September 2018		2,191	

29. Contracts in progress

As at 30 September 2018, the aggregate amount of installation and construction services cost incurred and recognised profits or losses to date for contracts of installation and construction services was approximately Baht 5,874 million and HKD 708 million (31 March 2018: Baht 3,654 million), and gross amounts due from customers for contracts of installation and construction services were approximately Baht 2,269 million and HKD 17 million, equivalent to Baht 68 million (31 March 2018: Baht 1,117 million), and gross amounts due to customers for contracts in progress were approximately Baht 88 million and HKD 68 million, equivalent to Baht 280 million (31 March 2018: Baht 48 million).

30. Foreign currency assets/liabilities

As at 30 September 2018 and 31 March 2018, the Company and its subsidiaries had financial assets and liabilities in foreign currency as follows:

Consolidated financial statements					
Foreign currency	30 September 2018		31 March 2018		Average exchange rate as at 30 September 2018
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	
	(Million)	(Million)	(Audited) (Million)	(Audited) (Million)	(Baht per 1 Foreign currency unit)
USD	241	1	225	-	32.4066
EUR	142	1	164	27	37.7206
JPY	-	2,273	-	2,273	0.2855
AUD	1	-	-	-	23.3615

Separate financial statements					
Foreign currency	30 September 2018		31 March 2018		Average exchange rate as at 30 September 2018
	Financial assets	Financial liabilities	Financial assets	Financial liabilities	
	(Million)	(Million)	(Audited) (Million)	(Audited) (Million)	(Baht per 1 Foreign currency unit)
USD	124	-	119	-	32.4066
AUD	1	-	-	-	23.3615

The Company and its subsidiaries' exposure to foreign currency risk arises mainly from cash at banks, investments, the purchase transactions of spare parts and equipment and maintenance fee. The Company and its subsidiaries seek to reduce this risk by entering into forward exchange agreements.

(Unaudited but reviewed)

As at 30 September 2018, the Company and its subsidiaries have entered into forward exchange agreements with forward rates as stipulated in the agreements. These are as follows:

	Amount	Maturity date
Forward contracts to “Buy”		
<u>The subsidiaries</u>		
EUR/THB	EUR 394 million	October 2018 - July 2021
Forward contracts to “Sell”		
<u>The Company</u>		
USD/THB	USD 54 million	October 2018 - January 2019
<u>The subsidiary</u>		
USD/EUR	USD 104 million	October 2018
USD/THB	USD 100 million	August 2019

In addition, the subsidiaries' exposure to foreign exchange rate risks associated with the long-term loans that are denominated in foreign currency. The subsidiaries seek to manage this risk by entering into cross currency and interest rate swap agreements as discussed in Note 17 to the interim financial statements.

31. Commitments and contingent liabilities

As at the end of reporting period, the Company and its subsidiaries had commitments and contingent liabilities as follows:

31.1 Capital commitments

- a) The Company and its subsidiary (HHT Construction Company Limited) had outstanding commitments of approximately Baht 180 million and HKD 1 million (31 March 2018: Baht 114 million and HKD 2 million) in respect of agreements of consultation, design and construction projects.
- b) The Company had outstanding commitments with a subsidiary (HHT Construction Company Limited) approximately Baht 219 million (31 March 2018: Baht 274 million) in respect of renovation and development of golf course.
- c) The Company had outstanding commitments of USD 2 million (31 March 2018: USD 2 million) in respect of overseas investments.
- d) A subsidiary (BTSC) had capital commitments totaling Baht 293 million (31 March 2018: Baht 375 million) in respect of improvements of BTS Sky train System.
- e) A subsidiary (BTSC) had commitments totaling EUR 109 million, SGD 1 million, USD 2 million and Baht 472 million (31 March 2018: EUR 109 million, SGD 1 million, USD

2 million and Baht 467 million) in respect of the acquisitions of 46 4-car trains and related equipment, and spare parts for 22 4-car trains, for which agreements have already been concluded (under the agreements concerning the purchases of the trains and related equipment, the subsidiary paid advances amounting to EUR 72 million, equivalent to Baht 2,777 million, USD 1 million, equivalent to Baht 46 million, and Baht 497 million (31 March 2018: EUR 72 million, equivalent to Baht 2,777 million, USD 1 million, equivalent to Baht 46 million and Baht 497 million) (As at 30 September 2018, the subsidiary presented an outstanding balance of advances for acquisitions of assets of Baht 564 million (31 March 2018: Baht 1,438 million), which was the balance net of the amounts recognised as installation costs and the amounts allocated to be charged to BTS Rail Mass Transit Growth Infrastructure Fund)).

In addition, under the operation and maintenance contract for a mass transit system in Bangkok, dated 3 May 2012, the subsidiary also has future commitments in respect of acquisitions of elevated trains, totaling 70 cars. The trains must be in operation by 2030.

- f) A subsidiary (BTSC) had commitments amounting to Baht 336 million (31 March 2018: Baht 336 million) in respect of the acquisitions of 3 2-car trains for the Gold Line Monorail Mass Rapid Transit System project (under the agreement concerning the purchase of the trains, the subsidiary paid advance amounting to Baht 37 million (31 March 2018: Baht 37 million)).
- g) The subsidiaries (Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited) had commitments totaling EUR 350 million and Baht 51,031 million (31 March 2018: EUR 415 million and Baht 56,953 million) in respect of the design and construction of civil works, the procurement of electronic and mechanical systems and related equipment and the other related services for the MRT Pink Line Project and the MRT Yellow Line Project (As at 30 September 2018, the subsidiaries presented an outstanding balance of advance amounting to EUR 30 million, equivalent to Baht 1,198 million, and Baht 5,682 million (31 March 2018: EUR 36 million, equivalent to Baht 1,418 million, and Baht 6,458 million)).
- h) The subsidiaries had capital commitments of Baht 147 million (31 March 2018: Baht 184 million), relating to the acquisition of equipment and computer software, the installation of ticketing systems and information management system and the development of website.

Obligations as discussed in d) and e) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

31.2 Operating lease commitments

The Company and its subsidiaries have entered into several lease agreements in respect of the lease of land, office building space, motor vehicles and equipment.

The Company and its subsidiaries have future minimum lease payments required under these non-cancellable operating lease contracts were as follows:

	(Unit: Million Baht)			
	Consolidated		Separate	
	financial statements		financial statements	
	30 September 2018	31 March 2018	30 September 2018	31 March 2018
	(Audited)		(Audited)	
Payable:				
Up to 1 year	149	125	41	35
Over 1 and up to 5 years	321	287	131	111
Over 5 years	198	208	140	137

Certain obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

31.3 Service contract commitments

- a) A subsidiary (BTSC) had commitments of approximately Baht 271 million (31 March 2018: Baht 296 million) relating to its operations under the agreements of the Bus Rapid Transit (BRT) project - Chong Nonsi to Sa-pan Krung Thep Line (Chong Nonsi-Ratchaphruek).
- b) A subsidiary (BTSC) had commitments under service agreements with contractors relating to the procurement and installation of electronic and mechanical systems for the Mass Transit System - Green Line (Mochit-Sapanmai-Kukot and Bearing-Samutprakan).
- c) A subsidiary (BTSC) had commitments of approximately Baht 12 million (31 March 2018: Baht 26 million) under service agreements with the subsidiaries (Bangkok Payment Solutions Company Limited and Bangkok Smartcard System Company Limited) relating to compliance with the Establishment Central Clearing House Project (CCH) Agreement.
- d) A subsidiary (BTSC) had commitments amounting to approximately Baht 371 million (31 March 2018: Baht 371 million) under service agreements with a contractor for the design and construction of Suksawittaya Station (S4), relating to a memorandum of agreement for the construction of S4 station between the subsidiary, BTSGIF and

another company dated 10 August 2016. The subsidiary is responsible for procurement and the counterparty with the contractor, while BTSGIF and the other company are responsible for construction costs totaling not more than Baht 650 million.

- e) The Company and its subsidiaries had outstanding commitments which future payments are required in respect of service agreements amounting to Baht 564 million, HKD 2 million and USD 2 million (31 March 2018: Baht 440 million) (Separate financial statements: Baht 24 million (31 March 2018: Baht 2 million)).

Certain obligations as discussed in d) and e) will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

31.4 Commitments under maintenance contracts

The subsidiary (BTSC) had commitments relating to the maintenance contracts of mass transit system as follows:

- a) A fifteen-year maintenance contract, the subsidiary had commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 15 years. The amount to be paid for the first year is approximately Baht 253 million and EUR 3 million, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index. The contract is effective from 1 January 2015.
- b) A maintenance contract for 22 of the 46 4-car trains, the subsidiary had capital commitments in respect of the cost of maintenance and spares supply service fees in relation to the project over a period of 16 years. Charges for the first 16 months are approximately Baht 67 million and the annual maintenance fees to be paid for the first year are approximately Baht 73 million and EUR 1.3 million, while in future years, the amount to be paid will be adjusted upwards with reference to the consumer price index. The subsidiary has not yet begun making payment of this cost.
- c) A maintenance and wheel replacement contract for 12 4-car trains in which the total contract amount is approximately Baht 108 million. As at 30 September 2018, the subsidiary had committed to pay service fees of Baht 35 million (31 March 2018: Baht 55 million).

The obligations will be allocated for collection from BTS Rail Mass Transit Growth Infrastructure Fund in accordance with bases and assumptions determined by BTSC's management. BTSC's management believes that these bases and assumptions are appropriate under the current circumstances.

31.5 Long-term contract commitments

- a) The Company entered into a service agreement with a related party (Thana City Golf & Sports Club Company Limited), which is to furnish the Company with golf course service business management-related services. The Company is to pay service fees at a rate as stipulated in the agreement.
- b) The Company entered into a management agreement with a related party (Tanayong Property Management Company Limited), which is to furnish the Company with systems management services. Under the conditions of the agreement, the Company is to pay service fees at a rate as stipulated in the agreement.
- c) A subsidiary (BTSC) had outstanding commitments to pay fee under the concession agreements for area management of the Bangkok Mass Transit System project for extension line - Silom (S7-S8) and Sukhumvit (E10-E14), for a period of 15 years as from the year 2015 to the year 2029. Compensation which is payable throughout the terms of the agreements expected to be risen every three years in accordance with the passenger growth rate, but at least 10%. The amount to be paid for the 1-3 year is approximately Baht 79 million.
- d) A subsidiary (BTSC) had commitments under an agreement granting rights to operate the Bus Rapid Transit (BRT) project, whereby the subsidiary is to pay fees to Krungthep Thanakom Company Limited under conditions stipulated in the agreement.
- e) A subsidiary (BTS Infrastructure Development Company Limited) entered into a Secondment Agreement with a company, whereby the counterparty agrees to send its employees to the subsidiary to provide support in respect of project management. The agreement shall be effective from 22 December 2017 until 31 December 2021. The subsidiary is to pay service fees at a rate as stipulated in the agreement.
- f) A subsidiary (VGI Global Media Public Company Limited) had outstanding commitments to pay fees stipulated in the agreements as follows:
 - 1) Concession agreements for the installation and management of advertising media in buildings with a related company and unrelated companies, whereby it is to install, and manage the provision of advertising through, LCD screens in these buildings.
 - 2) Concession agreements for the management and provision of advertising space, and other related agreements.

The subsidiary had outstanding commitments with respect to minimum guarantees under concession agreements. Fees are payable as follows.

(Unaudited but reviewed)

	<u>30 September 2018</u>	<u>31 March 2018</u>
		(Audited)
Fees payable:		
Up to 1 year	24	48
Over 1 and up to 5 years	16	82

These amounts will be adjusted in accordance with actual performance, based on certain rates stipulated in the agreements.

In addition, the subsidiary entered into an agreement with an associate (Demo Power (Thailand) Company Limited (“DPT”)) granted a solely license to use space for the provision of marketing activity. Under the conditions of the agreement, the subsidiary is to receive a license fee in accordance with actual performance, based on a certain rate as stipulated in the agreement.

31.6 Other commitments

- a) The Company and its subsidiary (BTSC) had commitments in respect of compliance with the Net Revenue Purchase and Transfer Agreement and other agreements relating to infrastructure fund transaction.
- b) The Company had commitments in respect of compliance with the Securities Borrowing and Lending Agreements that the Company had already entered into with the security companies.
- c) A subsidiary (BTSC) had commitments in respect of its performance in accordance with the Purchase and Installation of Operating System (Electric and Mechanic) Agreement for the Green Line Project (Mochit-Sapanmai-Kukot and Bearing-Samutprakan) dated 28 June 2016 and the Gold Line Project (Krung Thonburi-Klong San) dated 27 February 2018 that the subsidiary and Krungthep Thanacom Company Limited signed.
- d) A subsidiary (BTSC) had commitments in respect of its performance in accordance with the Operating and Maintenance Agreement for the Green Line (Mochit-Sapanmai-Kukot and Bearing-Samutprakan) dated 1 August 2016 and the Gold Line Project (Krung Thonburi-Klongsan) dated 31 July 2018 that the subsidiary and Krungthep Thanacom Company Limited signed.
- e) The subsidiaries (Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited) had commitments in respect of their performance in accordance with the concession contracts for the MRT Pink Line Project and the MRT Yellow Line Project, which they signed with the Mass Rapid Transit Authority of Thailand on 16 June 2017.

- f) As described in Note 51 to the financial statements for the year ended 31 March 2018 relating to the entire business transfer of a subsidiary (Unicorn Enterprise Company Limited) to U City Public Company Limited (“U City”), an associated company, the Company agrees to grant U City three rights to prevent conflicts of interest in the property development business between the Company and U City after entering into the entire business transfer transaction, under the terms and conditions as stipulated in the agreement. These are (1) right of first refusal to purchase or to take on leases of land and/or buildings used in the property business of the Company and its subsidiaries and to purchase shares in the subsidiaries holding land and/or buildings used in the property business, at prices not less favorable than those offered to third parties (2) call options to purchase or to take on leases of land and/or buildings and rights to purchase shares in any subsidiary holding land and/or buildings at fair value, and (3) the right to be appointed as property manager under property management agreements and the right to be appointed as real estate agent under real estate agency agreements, under terms and conditions similar to those that would occur in the normal course of business.

31.7 Guarantees

- a) The Company had a bank guarantee of Baht 23 million (31 March 2018: Baht 23 million) issued by a bank on behalf of the Company to the Ministry of Finance for construction of a building on state-owned land.
- b) A subsidiary (BTSC) had outstanding bank guarantees issued by a bank on behalf of the subsidiary amounting to Baht 58 million (31 March 2018: Baht 58 million) to guarantee electricity use, and Baht 105 million (31 March 2018: Baht 105 million) to guarantee compliance with the Purchase and Installation of Operating System (Electric and Mechanic) Agreement for the Green Line Project (Mochit-Sapanmai-Kukot and Bearing-Samutprakan) and for the Gold Line Project (Krung Thonburi-Klong San). In addition, there was an outstanding bank guarantee of Baht 26 million (31 March 2018: Baht 40 million) issued by a bank on behalf of the subsidiary to guarantee compliance with Contract for Establishment of Central Clearing House Project (CCH) and common ticket. A current investment of Baht 14 million (31 March 2018: Baht 14 million) has been pledged as collateral.

BTS Rail Mass Transit Growth Infrastructure Fund will be responsible for the bank guarantees amounting to Baht 38 million (31 March 2018: Baht 38 million) issued by a bank on behalf of the subsidiary to the Metropolitan Electricity Authority to guarantee electricity use.

- c) The subsidiaries (Northern Bangkok Monorail Company Limited and Eastern Bangkok Monorail Company Limited) had outstanding bank guarantees that were issued by the bank on behalf of the subsidiaries, amounting to Baht 5,000 million (31 March 2018: Baht 5,000 million) to guarantee compliance with the concession contracts for the MRT Pink and Yellow Line Projects. The Company provided guarantees for the bank guarantee in proportion to its shareholdings in the subsidiaries.
- d) The Company and its subsidiaries had additional bank guarantees issued by banks as required in their normal operations of approximately Baht 242 million and HKD 13 million (31 March 2018: Baht 249 million) (Separate financial statements: Baht 49 million (31 March 2018: Baht 49 million)) issued by banks on behalf of the subsidiaries to guarantee contractual performance, electricity use, among others in respect of certain performance bonds as required in the normal course of business. The bank guarantees issued to a subsidiaries's suppliers by banks on behalf of the subsidiary are secured by pledges of the subsidiaries's fixed deposits.
- e) The Company provided a guarantee on BTSC's compliance to BTS Rail Mass Transit Growth Infrastructure Fund as discussed in Sponsor Support and Guarantee Agreement.

31.8 Litigations

31.8.1 During the period, there was no significant progress of the litigation described in Note 59.8 to the financial statements for the year ended 31 March 2018, excepting as described in Note 59.8 e) to the financial statements for the year ended 31 March 2018, on 25 June 2018, Midas Global Media Company Limited ("Midas") submitted the dispute to the Thai Arbitration Institute, Office of the Judiciary, seeking damages amounting to approximately Baht 1,004 million plus interest at a rate of 7.5% per annum for a breach of the agreement of VGI. This followed the Civil Court's 15 June 2018 decision allowing Midas to withdraw the case and disposing of the case that Midas filed on 31 August 2017, and the filing of a petition to amend the previously claimed damages on 31 January 2018 because Midas intended to bring the dispute to arbitration. Currently, the dispute is in the process of arbitration.

In addition, on 14 February 2018, Midas filed another lawsuit against VGI and MACO, claiming damages amounting to approximately Baht 24 million plus interest at a rate of 7.5% per annum, as well as service fees of approximately Baht 4 million per month for as long as the billboards continue to be used, resulting from transactions relating to a service agreement to provide billboard advertising time slots at 4 locations. Currently, this case is being considered by the Civil Court.

VGI's management believes that such events will not have any significant impact on VGI and MACO because the management is confident that VGI did not breach the agreement with Midas and VGI and MACO did not take any actions that caused damage to Midas, and is therefore not liable for damages.

31.8.2 As described in Note 59.8 d) to the financial statements for the year ended 31 March 2018, during the year 2015, a jointly controlled company (Bayswater Co., Ltd.) purchased land for a price of Baht 7,350 million through an auction organised by the Official Receiver. However, there were lawsuits relating to this land, as follows:

- 1) During the year 2015, a company who was the debtor under a bankruptcy action and the original landowner (not related to the Company and its subsidiaries) petitioned the Central Bankruptcy Court ("the Court") seeking an order to cease the auction of assets of the debtor and to auction all land as a single lot ("main case"). The Court dismissed the petition on the grounds that there was no legal basis to permit the petition. Subsequently, the debtor lodged an appeal of the Court's order with the Supreme Court, and the Supreme Court dismissed the petition of the debtor. Therefore, the cases were finalised.
- 2) During the year 2015, the debtor and two of its unsecured creditors filed petitions asking the Court to order the cancelation of the auction of assets and to cease legal execution while the petitions to cancel the auction of assets were being considered. The court has dismissed the petition and the plaintiff is currently considering whether to lodge an appeal.
- 3) During the year 2017, the jointly controlled company was sued in two civil cases by 2 individuals petitioning the Court to order the jointly controlled company to register an easement granting a right of way or declare the disputed way to be public access. Currently, one case is being considered by the Court of First Instance and the other case is being considered by the Court of Appeal.

The Company and the jointly controlled company believe that no significant losses will result from these cases.

(Unaudited but reviewed)

32. Segment information

The Company and its subsidiaries are organised into business units based on its products and services.

The following table presents revenue and profit information regarding the Company and its subsidiaries' operating segments for the three-month and six-month periods ended 30 September 2018 and 2017.

(Unit: Million Baht)

	For the three-month periods ended 30 September											
	Mass Transit segment		Media segment		Property segment		Service segment		Elimination		Consolidated Financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
Revenues from external customers	13,803	1,027	801	886	14	14	702	174	-	-	15,320	2,101
Inter-segment revenues	85	88	66	104	-	-	95	172	(246)	(364)	-	-
Total revenues	<u>13,888</u>	<u>1,115</u>	<u>867</u>	<u>990</u>	<u>14</u>	<u>14</u>	<u>797</u>	<u>346</u>	<u>(246)</u>	<u>(364)</u>	<u>15,320</u>	<u>2,101</u>
Segment profit (including net interest income under agreement with government authorities)	781	299	602	628	4	3	157	19	-	-	1,544	949
Unallocated revenues and expenses:												
Dividend income											24	23
Interest income											240	228
Gain on sales and changes in value of investments											273	123
Gain on sales and change in status of investments											-	251
Other income											113	80
Selling expenses											(131)	(101)
Administrative expenses											(742)	(440)
Share of loss from investments in joint ventures											(74)	(25)
Share of gain (loss) from investments in associates											182	(82)
Finance cost											(339)	(303)
Income tax expenses											(255)	(165)
Profit from discontinued operations											-	203
Profit for the period											835	741
Non-controlling interests of the subsidiaries											(165)	(88)
Profit attributable to equity holders of the Company											<u>670</u>	<u>653</u>

(Unaudited but reviewed)

(Unit: Million Baht)

For the six-month periods ended 30 September

	Mass Transit segment		Media segment		Property segment		Service segment		Elimination		Consolidated Financial statements	
	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>	<u>2018</u>	<u>2017</u>
	Revenues from external customers	15,207	2,751	1,654	1,639	23	19	1,065	372	-	-	17,949
Inter-segment revenues	172	157	144	187	-	-	133	268	(449)	(612)	-	-
Total revenues	<u>15,379</u>	<u>2,908</u>	<u>1,798</u>	<u>1,826</u>	<u>23</u>	<u>19</u>	<u>1,198</u>	<u>640</u>	<u>(449)</u>	<u>(612)</u>	<u>17,949</u>	<u>4,781</u>
Segment profit (including net interest income under agreement with government authorities)	1,209	695	1,242	1,159	6	5	307	51	-	-	2,764	1,910
Unallocated revenues and expenses:												
Dividend income											64	90
Interest income											488	458
Gain on sales and changes in value of investment											206	154
Gain on sales and change in status of investments											-	251
Other income											218	169
Selling expenses											(253)	(195)
Administrative expenses											(1,394)	(799)
Share of loss from investments in joint ventures											(164)	(94)
Share of profit from investments in associates											384	86
Finance cost											(617)	(581)
Income tax expenses											(366)	(334)
Profit from discontinued operations											-	64
Profit for the period											<u>1,330</u>	<u>1,179</u>
Non-controlling interests of the subsidiaries											<u>(273)</u>	<u>(122)</u>
Profit attributable to equity holders of the Company											<u><u>1,057</u></u>	<u><u>1,057</u></u>

(Unaudited but reviewed)

33. Fair value hierarchy

As of 30 September 2018, the Company and its subsidiaries had the assets and liabilities that were measured at fair value using different levels of inputs as follows:

(Unit: Million Baht)

	Consolidated financial statements		
	Level 1	Level 2	Total
Assets measured at fair value			
Held for trade investments			
Unit trust in fixed income funds	-	469	469
Unit trust in mixed fund	-	22	22
Equity instruments	634	-	634
Government bond	-	100	100
Investments in derivative instruments	-	1,324	1,324
Available-for-sale investments			
Equity instruments	1,866	1,622	3,488
Derivatives			
Forward exchange agreements	-	13	13
Liabilities measured at fair value			
Derivatives			
Forward exchange agreements	-	786	786

(Unit: Million Baht)

	Separate financial statements		
	Level 1	Level 2	Total
Assets measured at fair value			
Held for trade investments			
Unit trust in fixed income fund	-	103	103
Unit trust in mixed fund	-	22	22
Equity instruments	634	-	634
Government bond	-	100	100
Available-for-sale investments			
Equity instruments	1,832	751	2,583
Derivatives			
Forward exchange agreements	-	13	13
Liabilities measured at fair value			
Derivatives			
Forward exchange agreements	-	41	41

34. Events after the reporting period

34.1 On 12 November 2018, the Company, Sino-Thai Engineering & Construction Public Company Limited and Ratchaburi Electricity Generating Holding Public Company Limited jointly submitted a bidding proposal to the State Railway of Thailand, under the name of “BSR Joint Venture” (in which they have interests of 60%, 20% and 20%, respectively), to bid for the High-Speed Rail Project Linking 3 Major Airports, i.e. Don Muang International Airport, Suvarnabhumi International Airport, and U-Tapao International Airport. This project is under the public-private partnership (PPP) framework.

34.2 On 8 November 2018, BTSC’s Board of Directors meeting passed a resolution to approve interim dividend payment for operating results for the six-month period ended 30 September 2018 of Baht 964 million (at a rate of Baht 0.06 per share) to the shareholders. The dividend payment has been made in respect of its unappropriated retained earnings.

35. Approval of interim financial statements

These interim financial statements were authorised for issue by the Company’s Board of Directors on 14 November 2018.